



June 18, 2018

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

ISIN No. INE526E01018

Company Symbol: SHRIPISTON

Sub: Notice of 54th Annual General Meeting & Book Closure

Sir,

The 54th Annual General Meeting (AGM) of our Company is scheduled to be held on Tuesday, 10th July, 2018 at 4.30 PM at PHD Chamber of Commerce and Industry, PHD House 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.

Notice has been dispatched and sent to all the shareholders on 15.06.2018 and 16.06.2018. Copy of the Notice of AGM is enclosed as **Annexure-I**.

Notice of AGM and Book Closure (for the purpose of declaration of Dividend by Shareholders, if any) was also published in the following newspapers dated 18.06.2018:

- The Financial Express (English)
- Jansatta (Hindi)

Extracts from above mentioned Newspapers in which notice is published are enclosed as **Annexure-II**.

This letter may be treated as the compliances required in terms of Listing Regulations.

This is for your information.

Thanking you,

Yours faithfully,

(Naveen Agarwal)

Alternate Company Secretary

Encl: as above



SHRIRAM

SHRIRAM PISTONS & RINGS LTD.

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

Tel.: +91 11 2331 5941 Fax: +91 11 2331 1203, Website: www.shrirampistons.com

E-mail: compliance.officer@shrirampistons.com

CIN: L29112DL1963PLC004084, PAN: AAACS0229G

NOTICE

The 54th Annual General Meeting of the Company will be 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 (Route map of venue is enclosed), to transact the following business: -

1. To consider and adopt the annual financial statements (standalone and consolidated) of the Company for the financial year ended March 31, 2018 and the Report of Directors' and Auditors' thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri Hari S. Bhartia (DIN 00010499), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Luv D. Shriram (DIN 00051065), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution: -
"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 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".
6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution: -
"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."
7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution: -
"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 applied for), 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".
8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution: -
"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".

By the Order of the Board,
For Shriram Pistons & Rings Ltd.

Sd/-
(R. SRINIVASAN)
Company Secretary
F-4034

New Delhi
May 31, 2018

3rd Floor, Himalaya House,
23, K.G. Marg, New Delhi-110001

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| <ol style="list-style-type: none">1. Members wishing to ask for information about the Accounts are requested to write one week in advance.2. Please note that only member(s)/ proxies/ authorized representatives with attendance slips will be allowed in the area where AGM/ related functions will be held. |
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NOTES TO NOTICE OF MEETING

1. The relevant details of persons seeking appointment/re-appointment relating to item Nos. 3, 4, 7 and 8 of the Notice are also annexed.

2. PROXIES

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SENT IN THE ENCLOSED FORM AND IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY ATLEAST 48 HOURS BEFORE THE MEETING.

3. INTRODUCTION OF REMOTE E-VOTING

Pursuant to Section 108 of the Companies Act, 2013 and rules made thereunder, the Shareholders may exercise their vote on all resolutions set forth in this Notice through electronic means.

The facility for voting by polling paper shall be made available at the meeting and shareholders attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their voting right at the meeting.

The shareholders who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

Instructions to members for remote e-voting:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT".
- (iv) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter their Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If members are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user (holding shares in Demat Form or Physical Form), please follow the steps given below to complete the login process:
 - a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the sequence number (affixed in this notice) in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of zero's before the number after the first two characters of the name in CAPITAL letters. eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
 - b) Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format, OR
Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio, OR
In case the DOB or Dividend Bank Details are not recorded with the depository or Company, please enter the Folio number/ DP id and Client id in the Dividend Bank details field.
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form (who do not have existing password) will now reach 'Password Creation' menu wherein they are required to mandatorily create their password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, and that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the individual details given in the notice can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the Electronic Voting Sequence Number (EVSN) (affixed in this notice) for Shriram Pistons and Rings Limited.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Additional instructions for Institutional Shareholders:
 - a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com and deepakjuneja111@gmail.com.
 - c) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - d) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

Notes:

- i) Remote e-voting facility shall remain open from 07.07.2018 (10:00 AM) to 09.07.2018 (5:00 PM) during which the shareholders holding shares as on record date (either in demat or in physical form) may cast their vote provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
- ii) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 03.07.2018 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com and deepakjuneja111@gmail.com.
- iii) However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- iv) Right of voting shall be given to members holding shares as on cut-off date (i.e. 03.07.2018). Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- v) Members may cast their vote separately for each business to be transacted in the Annual General Meeting. They may also elect not to vote on some resolution(s).
- vi) In case of joint holders, Login id and password shall be sent to the first holder of the shares. Accordingly, the vote casted using the Login id and password sent to first holder is recognized on behalf of all the joint holders.
- vii) Mr. Deepak Juneja, Practicing Company Secretary (Membership No. F-6895), has been appointed as the Scrutinizer to the e-voting process, who shall unblock the votes in presence of at least two witnesses not in the employment of the Company and prepare and submit its report of the votes cast in favour or against to the Chairman of the Annual General Meeting within 48 hours from the conclusion of the meeting.
- viii) The results declared along with Scrutinizer's report shall be placed on the website of Company and CDSL immediately after the result is declared by the Chairman.
- ix) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of Annual General Meeting.
- x) In case of any query, shareholders may refer FAQs available at <https://evotingindia.com> or may write to helpdesk.evoting@cdslindia.com.
- xi) Notice of the meeting is also displayed on www.shrirampistons.com and www.cdslindia.com.
- xii) User manual for electronic voting is available at www.cdslindia.com.

4. CLOSURE OF REGISTER OF MEMBERS & DIVIDEND

The Board has recommended dividend of Rs. 10.00 per equity share, including Interim Dividend of Rs. 4.00 per share already paid, on equity shares for the year ended March 2018.

The Register of Members and the Share Transfer Books of the Company will remain closed from 04.07.2018 to 10.07.2018 (both

days inclusive) for the purpose of determining entitlement of dividend, if any, declared by the Company to those members whose name stand on the Register of Members as on 10.07.2018. The dividend in respect of shares held in electronic form will be payable to the beneficial owners as at the end of business hours on 03.07.2018 as per the details furnished by the Registrar and Transfer Agent of the Company.

5. UNPAID/UNCLAIMED DIVIDEND

Pursuant to Section 205A of the Companies Act, 1956 and the Rules made thereunder, the dividends up to the financial year 1995-96, which remained unpaid/ unclaimed, had been transferred to the General Revenue Account of the Central Government. The Members, who have not claimed their dividend for the said period so far, may claim the amount from the Registrar of Companies, NCT of Delhi and Haryana, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi.

Pursuant to the provisions of Section 124 of the Companies Act, 2013, the Company is obliged to transfer any amount lying in the unpaid dividend account which remains unpaid or unclaimed for a period of 7 years from the date of such transfer to the unpaid account to the credit of Investor Education and Protection Fund (the Fund). The Company has already transferred the unpaid dividend from 1996-97 up to the financial year 2009-10 to the Fund. Unclaimed final dividend for the financial year 2010-11 is becoming due to be transferred to the Fund on 28.07.2018.

Please note that no claim shall lie against the Company or the Fund in respect of individual amounts of dividend, once the same is transferred to the Fund. In view of this, the Members of the Company who have not yet encashed their dividend warrant(s) for the financial year 2010-11 and thereafter may write to the Company immediately.

6. RE- APPOINTMENT OF DIRECTORS

At the ensuing Annual General Meeting, Shri Hari S. Bhartia and Shri Luv D. Shriram, Directors, retire by rotation and being eligible offer themselves for re-appointment.

: EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

The Board, on the recommendation of the Audit Committee, has approved appointment of M/s Chandra Wadhwa & Co., Cost Accountants, New Delhi, as Cost Auditors of the Company at a remuneration of Rs. 2.9 lacs plus applicable taxes for the Financial Year 2018-19.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors or Key Managerial Personnel (KMP) or their relatives are interested in the Resolution.

The shareholders are requested to approve the remuneration of the Cost Auditors.

ITEM NO. 7

Shri Kiyoto Tone was appointed by Board of Directors as Non-Executive Independent Director w.e.f. May 22, 2018 in casual vacancy caused consequent to resignation of Shri Toru Suzuki.

Shri Kiyoto Tone holds Bachelor's degree In Economics from Keio University and Master's degree in International Management from Thunderbird School of Global Management. He is having over 32 years of experience in manufacturing companies.

The matter regarding appointment of Shri Kiyoto Tone as Non-Executive Independent Director was placed before the Nomination & Remuneration Committee, and based on their recommendation, the Board, in its meeting of May 22, 2018, approved his appointment as Non-Executive Independent Director w.e.f. May 22, 2018 up to July 28, 2019 (i.e. upto the term of appointment of Shri Toru Suzuki as approved by shareholders in their meeting held on June 26, 2015).

He is a Non-Executive Independent Director of the Company and is considered as an Independent Director as defined under Section 149(6) of the Companies Act, 2013 and rules framed thereunder.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Shri Kiyoto Tone is being appointed as Non-Executive Independent Director in the casual vacancy caused due to resignation of Shri Toru Suzuki. Therefore, his tenure of appointment shall be upto the period for which Shri Toru Suzuki was appointed as Non-Executive Independent Director by the shareholders. Shri Kiyoto Tone has given (i) a declaration to the effect that he meets the criteria of independence as required under Section 149(6) of the Act, (ii) his consent in writing to act as a Director in Form DIR-2, pursuant to Rule 8 of Companies

(Appointment and Qualification of Directors) Rules, 2014, and (iii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

In the opinion of the Board, Shri Kiyoto Tone fulfills the conditions specified in the Act and the Rules made there under for appointment as Non-Executive Independent Director and he is independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Shri Kiyoto Tone as Non-Executive Independent Director is now being placed before the members in Annual General Meeting for their approval.

A copy of the draft letter for the appointment of Shri Kiyoto Tone setting out the terms and conditions would be available for inspection without any fee by the members at the Company's registered office on any working day between 10:00 am to 12:00 noon and shall also be available at the meeting.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP, except Shri Kiyoto Tone, is concerned or interested in the Resolution at Item No. 7 of the Notice.

The appointment of Shri Kiyoto Tone for a term upto 28th July, 2019 is for shareholders' approval.

ITEM NO. 8

The Board had appointed Dr. Peter Neu, as "Director in casual vacancy" caused consequent to resignation of Dr. Alexander Sagel with effect from May 22, 2018.

Dr. Peter Neu is Doctorate in Business Administration from University of Saarbrucken, Germany and has more than 23 years of experience in Automobile Industry.

As per provisions of Section 161(4) of the Companies Act, 2013 ("Act"), he holds office of Director only upto the date of immediate next Annual General Meeting of the Company, and is eligible for appointment as a Director. The Company has received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMP, except Dr. Peter Neu, is concerned or interested in the Resolution at Item No. 8 of the Notice.

: INSPECTION

Documents pertaining to accompanying notice are open for inspection at the Registered Office of the Company on any working day between 10:00 am to 12:00 noon and shall also be available at the meeting.

By the Order of the Board,
For Shriram Pistons & Rings Ltd.

Sd/-
(R. SRINIVASAN)
Company Secretary
F-4034

New Delhi
May 31, 2018

3rd Floor, Himalaya House,
23, K.G. Marg, New Delhi-110001

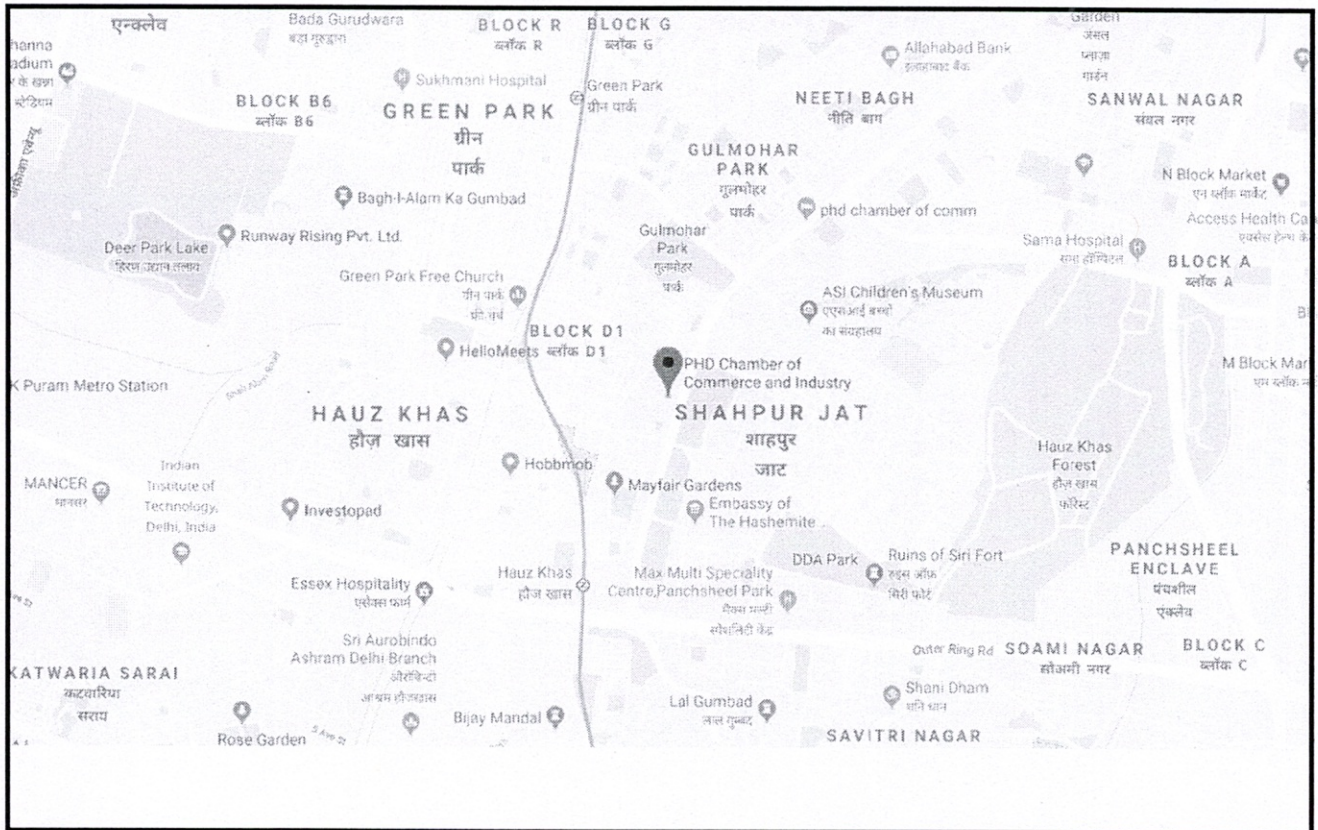
DETAILS OF PERSONS SEEKING APPOINTMENT/ RE-APPOINTMENT AS DIRECTORS AT THE ANNUAL GENERAL MEETING

Name of the Director	Shri Hari S. Bhartia	Shri Luv D. Shriram	Shri Kiyoto Tone	Dr. Peter Neu
Date of Birth	12.12.1956	02.08.1972	03.04.1961	31.10.1959
Nationality	Indian	Indian	Japanese	German
Date of appointment in the Board of the Company	27.01.2009	01.04.2009	22.05.2018	11.05.2006
Number of Board Meetings attended during last year	1	6	Not Applicable	Since he was an alternate Director to Dr. Alexander Sagel, he was not compulsorily required to attend meeting of the Board.
Occupation/ Expertise in Functional Area	<ul style="list-style-type: none"> - Bachelors' degree in chemical engineering from the Indian Institute of Technology, Delhi - Conferred "Distinguished Alumni" award by IIT, Delhi in year 2000 - Co Chairman and Managing Director of Jubilant Life Sciences Ltd. - He has over 33 years of experience in the pharmaceuticals, specialty chemicals, biotechnology, foods, oil and gas (exploration and production), aerospace and information technology sectors and has been instrumental in developing strategic alliances and affiliations with leading global companies - He has been associated with IIT System and with the Ministry of Human Resource Development, Government of India - Former President of the Confederation of Indian Industry (CII) - Former Chairman of the Board of Governors of the Indian Institute of Management (IIM), Raipur and IIT, Kanpur - Chairman of Board of Governors of IIM, Visakhapatnam and Chairman of CII-Jubilant Food & Agriculture Centre of Excellence - Member of the International Advisory Board of McGill University, Canada - He is also a member of India-USA CEO forum and India-France CEO forum - He, along with Shri Shyam S. Bhartia was facilitated with the Entrepreneur of the Year Award at AIMA Managing India Awards, 2013 - He has also shared Ernst & Young Entrepreneur of the year Award with Shri Shyam S. Bhartia 	<ul style="list-style-type: none"> - B. Com from Delhi University - Associated with the Company since 2009 	<ul style="list-style-type: none"> - Bachelor's degree in Economics from Keio University - Masters in International Management from Thunderbird School of Global Management - He has over 32 years of experience of working in manufacturing companies - He is currently the Executive Officer, General Manager, Overseas Headquarters of Fuji Oozx, Japan 	<ul style="list-style-type: none"> - Business Administration from University of Saarbrucken and Koln - Doctorate from University of Saarbrucken in Business Administration - He has more than 23 years of experience in Automobile Industry

Name of the Director	Shri Hari S. Bhartia	Shri Luv D. Shriram	Shri Kiyoto Tone	Dr. Peter Neu
Directorships held in other Companies	<ul style="list-style-type: none"> - Jubilant Life Sciences Ltd. - Jubilant Foodworks Ltd. - Jubilant Bhartia Foundation - Jaytee Pvt. Ltd. - Jubilant Securities Pvt. Ltd. - BT Telecom India Pvt. Ltd. - HSB Trustee Company Pvt. Ltd. - HKB Trustee Company Pvt. Ltd. - HS Trustee Company Pvt. Ltd. - KHB Trustee Company Pvt. Ltd. - Jubilant Enpro Pvt. Ltd. - HSB Corporate Consultants Pvt. Ltd. - Jubilant Pharma Ltd., Singapore 	<ul style="list-style-type: none"> - Shriram Automotive Products Ltd. - Shriram Veritech Solutions (P) Ltd. - Sera Com (P) Ltd. - Manisha Commercial (P) Ltd. - Shriram Marketing (P) Ltd. - Itara Prints (P) Ltd. - Sarva Commercial (P) Ltd. - Kiki Farms (P) Ltd. - Shabnam Commercial (P) Ltd. 	NIL	NIL
Chairman/ Member of the Committee(s) of the Board of Directors of the Company	NIL	Member: <ul style="list-style-type: none"> - Corporate Social Responsibility Committee - Risk Management Committee 	NIL	NIL
Chairman/ Member of the Committee(s) of the Board of Directors of other Companies in which he is a Director	Chairman: Sustainability & CSR Committee: 1. Jubilant Life Sciences Ltd. Member: - Nomination & Remuneration Committee: 1. Jubilant Foodworks Ltd. - Sustainability & CSR Committee: 1. Jubilant Foodworks Ltd. 2. HSB Corporate Consultants Pvt. Ltd. - Regulatory and Finance Committee: 1. Jubilant Life Sciences Ltd. 2. Jubilant Foodworks Ltd. - Capital Issue Committee: 1. Jubilant Life Sciences Ltd. - Fund Raising Committee: 1. Jubilant Life Sciences Ltd.	Member: - Corporate Social Responsibility Committee: 1. Shriram Veritech Solutions Pvt. Ltd.	NIL	NIL
No. of Shares held by the Director of the Company	NIL	<ul style="list-style-type: none"> - 33,35,668 (shares held in the capacity of Trustee (First named shareholder) of Deepak Shriram Family Benefit Trust) - 33,35,668 (shares held in the capacity of Trustee (Second named shareholder) of Deepak Shriram Family Benefit Trust) 	NIL	NIL

ROUTE MAP OF AGM VENUE

PHD Chamber of Commerce and Industry, PHD House 4/2, Siri Institutional Area,
August Kranti Marg, New Delhi - 110016





SHRIRAM

PROXY FORM– 54th Annual General Meeting

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L29112DL1963PLC004084
 Name of the Company : Shriram Pistons & Rings Ltd.
 Registered Office : 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi-110 001

Name of the Member(s):	
Registered Address:	
E-Mail ID:	
Folio No./ Client ID:	
DP ID:	

I/We, being the member(s) of Shriram Pistons and Rings Limited, holding _____ shares of the Company, hereby appoint:

1. Name :	2. Name :	3. Name :
_____	_____	_____
Address :	Address :	Address :
_____	_____	_____
_____	_____	_____
E-mail ID :	E-mail ID :	E-mail ID :
_____	_____	_____
Signature:	Signature:	Signature:
_____	_____	_____
or failing him,	or failing him,	

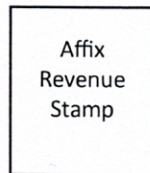
as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at 54th Annual General Meeting of the Company to be held on 10th July, 2018 at 4:30 PM at PHD Chamber of Commerce and Industry, PHD House 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution(s) No.: _____

Signed this ____ day of _____, 2018.

Signature of shareholder:

Signature of proxy holder(s):



NOTES:

- The Proxy need not be a member.
- The Proxy Form duly signed across a revenue stamp of 15 paise should reach the Company's Registered Office at least 48 hours before the time of the meeting.
- A shareholder may vote either 'for' or 'against' each resolution.

FINANCIAL EXPRESS

MONDAY, JUNE 18, 2018

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जनसत्ता, 18 जून, 2018 9

COMPANY NOTICE

SHRIRAM PISTONS & RINGS LTD.

Regd. Office : 3rd Floor, Himalaya House,
23, Kasturba Gandhi Marg, New Delhi-110 001
CIN : L29112DL1963PLC004084; PAN : AAACS0229G
Phone : 011 23315941, Fax : 011 23311203

E-Mail : compliance.officer@shrirampistons.com, Website : www.shrirampistons.com

Notice is hereby given that the 54th Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, 10th July, 2018 at 4:30 PM at PHD Chamber of Commerce and Industry, PHD House 4/2, Siri Institutional Area, August Kranti Marg, New Delhi- 110016, to transact the Ordinary and Special Businesses, as set forth in the Notice of the meeting.

Members are hereby informed that the Notice of AGM is available on Company's website www.shrirampistons.com and on www.evotingindia.com. The Annual Report can be downloaded from www.shrirampistons.com.

Notice is also hereby given that The Register of Members and the Share Transfer Books of the Company will remain closed from 04th July, 2018 to 10th July, 2018 (both days inclusive) for the purpose of determining entitlement of dividend, if any, declared by the Company to those members whose names stand on the Register of Members as on 10th July, 2018. The dividend in respect of shares held in electronic form will be payable to the beneficial owners as at the end of business hours on 03rd July, 2018, as per the details furnished by the RTA of the Company.

Pursuant to section 108 of the Companies Act, 2013 and rules made thereunder, the Shareholders may exercise their vote on all resolutions set forth in the Notice through electronic means. The remote E-voting facility shall remain open from 07th July, 2018 (10:00 AM) to 09th July, 2018 (5:00 PM) during which the shareholders holding shares as on cut-off date i.e. 03rd July, 2018 (either in demat or in physical form) may cast their vote. Votes casted after the aforesaid period shall not be allowed.

A member may participate in the general meeting even after exercising his/ her right to vote through remote e-voting but shall not be allowed to vote again in the meeting.

Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 03rd July, 2018 may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com and deepakjuneja111@gmail.com.

Shareholders who are already registered with CDSL for remote e-voting can use their existing user ID and password for casting their vote.

The facility for voting by polling paper shall be made available at the meeting and shareholders attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their voting right at the meeting.

Persons whose names are recorded in the register of members as on cut-off date i.e. as on 03rd July, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting in the AGM.

In case of any queries/ grievances, please contact the undersigned at compliance.officer@shrirampistons.com

The shareholders are also requested to update their contact details with the Company in the form sent to them alongwith Notice of AGM.

By Order of the Board

Sd./- (R. SRINIVASAN)

COMPANY SECRETARY

Place : New Delhi

Date : 15th June, 2018

F-4034

कंपनी सूचना

श्रीराम पिस्टन्स एण्ड रिंग्स लि.

पंजीकृत कार्यालय : तीसरी मंजिल, हिमालया हाऊस,
23, कस्तूरबा गांधी मार्ग, नई दिल्ली - 110 001
CIN : L29112DL1963PLC004084; PAN : AAACS0229G
फोन : 011 23315941, फैक्स : 011 23311203

E-Mail : compliance.officer@shrirampistons.com, Website : www.shrirampistons.com

एतद्वारा सूचित किया जाता है कि कंपनी की 54 वीं वार्षिक आम सभा (एजीएम) मंगलवार, 10 जुलाई, 2018 को 4.30 बजे अप. में पीएचडी चैम्बर ऑफ कॉमर्स एण्ड इंडस्ट्री, पीएचडी हाऊस, 4/2, श्री इन्स्टीट्यूशनल एरिया, अगस्त क्रांति मार्ग, नई दिल्ली-110016 में आयोजित की जाएगी जिसमें बैठक की सूचना में वर्णित साधारण तथा विशेष व्यवसायों को निष्पादित किया जाएगा।

सदस्यों को एतद्वारा सूचित किया जाता है कि एजीएम की सूचना कंपनी की वेबसाइट www.shrirampistons.com तथा www.evotingindia.com पर उपलब्ध है। वार्षिक रिपोर्ट www.shrirampistons.com से डाउनलोड की जा सकती है।

एतद्वारा सूचित किया जाता है कि सदस्यों के रजिस्टर तथा कंपनी की शेयर अंतरण पुस्तकें 04 जुलाई, 2018 से 10 जुलाई, 2018 (दोनों दिवस सहित) तक ऐसे सदस्यों जिनके नाम 10 जुलाई, 2018 को सदस्यों के रजिस्टर में शामिल होंगे, को कंपनी द्वारा यदि घोषित होता है, लाभांश की अधिकारिता सुनिश्चित करने के उद्देश्य से बंद रहेंगे। इलेक्ट्रॉनिक पद्धति में धारित शेयरों के संदर्भ में लाभांश का भुगतान ऐसे लाभ मंगी स्वामियों को किया जाएगा जिनके नाम कंपनी के आरटीए द्वारा प्रस्तुत विवरणों के अनुसार 03 जुलाई, 2018 को व्यवसायिक अवधि की समाप्ति पर लाभ मंगी स्वामी के रूप में शामिल होंगे।

कंपनी अधिनियम, 2013 की धारा 108 तथा उसके अंतर्गत निर्मित नियमों के अनुसार शेयरधारक इलेक्ट्रॉनिक माध्यमों से सूचना में निर्दिष्ट सभी व्यवसायों पर अपना मतदान कर सकते हैं। रिमोट ई-वोटिंग सुविधा 07 जुलाई, 2018 (10:00 बजे पर्यंत) से 09 जुलाई, 2018 (05:00 बजे अप.) तक खुली रहेगी। जिस दौरान कट-ऑफ तिथि अर्थात् 03 जुलाई, 2018 को शेयर धारित करने वाले (बी नेट अथवा भौतिक पद्धति में भी) शेयरधारक अपना मतदान कर सकते हैं। उपरोक्त अवधि के बाद किया गया मतदान स्वीकार्य नहीं होगा।

रिमोट ई-वोटिंग द्वारा अपने मतधिकार का प्रयोग कर देने के बादकूद भी सदस्य आम सभा में भाग ले सकते हैं लेकिन सभा में उन्हें फिर से मतदान करने की अनुमति नहीं दी जाएगी। यदि कोई व्यक्ति सूचना के प्रेषण के बाद कंपनी का शेयर अधिष्ठित करते हैं तथा कंपनी का सदस्य बनते हैं तथा कट-ऑफ तिथि अर्थात् 03 जुलाई, 2018 को शेयर धारित करते हैं, वे helpdesk.evoting@cdslindia.com तथा deepakjuneja111@gmail.com पर अनुरोध भेजकर लॉगइन आईडी तथा पासवर्ड प्राप्त कर सकते हैं।

जो सदस्य रिमोट ई-वोटिंग के लिए लॉगइन/पासवर्ड में पहले से पंजीकृत हैं, वे अपना मतदान करने के लिए अपने वर्तमान लॉगइन आईडी तथा पासवर्ड का उपयोग कर सकते हैं।

सभा में मत पत्र द्वारा मतदान करने की सुविधा उपलब्ध कराई जाएगी तथा सभा में शामिल होने वाले ऐसे सदस्य जिन्होंने रिमोट ई-वोटिंग द्वारा अपना मतदान नहीं किया है, वे सभा में अपने मतधिकार का प्रयोग करने में सक्षम होंगे।

केवल ऐसे व्यक्ति ही रिमोट ई-वोटिंग अथवा एजीएम में मतदान करने की सुविधा प्राप्त करने के लिए अधिकृत होंगे, जिनके नाम कट-ऑफ तिथि अर्थात् 03 जुलाई, 2018 को सदस्यों के रजिस्टर में शामिल होंगे।

किसी भी प्रकार की जानकारी/ समस्याओं के लिए कृपया compliance.officer@shrirampistons.com पर अधोहस्ताक्षरी से संपर्क करें।

शेयर धारकों से अनुरोध है कि एजीएम की सूचना के साथ उन्हें भेजी गई प्रपत्र में कंपनी में अपने संपर्क के विवरणों को अद्यतन करें।

बोर्ड के आदेश से

स्थान : नई दिल्ली

हस्ता./- (आर. श्रीनिवासन)

दिनांक : 15.06.2018

कंपनी सचिव, F-4034