

SPR AUTO TECHNOLOGIES LIMITED

(formerly Shriram Pistons & Rings Limited)

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



SHRIRAM

July 3, 2026

National Stock Exchange of India Limited

"Exchange Plaza", 5th Floor,
Plot No.C/1, G Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400051

NSE Symbol: SHRIPISTON

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001

BSE Scrip code: 544344

Subject: Notice of the 62nd Annual General Meeting (AGM) of SPR Auto Technologies Limited (formerly Shriram Pistons & Rings Limited)

Dear Sir/Madam,

Please find enclosed herewith the Notice of the 62nd AGM of SPR Auto Technologies Limited (formerly Shriram Pistons & Rings Limited) ('Company') scheduled to be held on **Monday, July 27, 2026** at 4:00 p.m. Indian Standard Time (IST) through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) at the Registered Office of the Company at 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001 (Deemed Venue).

The Notice of the 62nd AGM Notice can be accessed/ downloaded from the Company's website at <https://shrirampistons.com/wp-content/uploads/2026/07/SPRL-62ND-AGM-NOTICE-FY-2025-26.pdf>

This is submitted pursuant to Regulation 30 read with Para A of Part A of Schedule III, Regulation 51 and other applicable provisions of the SEBI Listing Regulations, as amended.

This intimation is also being uploaded on the Company's website at <https://shrirampistons.com>.

Kindly take the above information on record and treat this as compliance with SEBI Listing Regulations.

Thanking you.

Yours faithfully,

For **SPR Auto Technologies Limited**
(formerly Shriram Pistons & Rings Limited)

(Krishnakumar Srinivasan)
Managing Director & CEO
DIN: 00692717

Encl.: As above

CC: AXIS Trustee Services Limited; Axis House, P B Marg, Worli, Prabhadevi, Mumbai, Maharashtra, India, 400025



SPR AUTO TECHNOLOGIES LIMITED

(FORMERLY SHRIRAM PISTONS & RINGS LIMITED)

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

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

E-mail: compliance.officer@shrirampistons.com

CIN: L29112DL1963PLC004084

NOTICE

The 62nd (sixty-second) Annual General Meeting (AGM) of SPR Auto Technologies Limited (*formerly* Shriram Pistons & Rings Limited) ('**Company**') will be held on **Monday, July 27, 2026** at **4:00 p.m. Indian Standard Time (IST)** through **Video Conferencing/Other Audio-Visual Means** ('VC/ OAVM') for which purpose the Registered Office of the Company situated at 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001, shall be deemed to be the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business(es):-

ORDINARY BUSINESS

1. **Adoption of Standalone Financial Statements**

To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditors thereon.

2. **Adoption of Consolidated Financial Statements**

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2026, and the report of the Auditors thereon.

3. **Declaration of Dividend**

To declare a final dividend of Rs. 5.00/- per equity share of face value of Rs. 10/- each for the financial year ended March 31, 2026, and to note the payment of interim dividend of Rs. 5.00/- per equity share already paid during the financial year 2025-26.

4. To appoint a Director in place of Mr. Pradeep Dinodia (DIN: 00027995), who retires by rotation and being eligible, offers himself for re-appointment.

5. To appoint a Director in place of Mr. Yasunori Maekawa (DIN: 06952173), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

6. **Remuneration of Cost Auditors for the financial year 2026-27**

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 148(3) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Chandra Wadhwa & Co., Cost Accountants, (Firm Registration No. 00239), appointed by the Board of Directors as Cost Auditors

to conduct audit of the cost records of the Company for the financial year ending March 31, 2027, amounting to Rs. 3,65,000/- (Rupees Three Lakh Sixty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

7. **The payment of commission to the Chairman for the Financial Year 2026-27**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Sections 197, 198 and the Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and approval given by the members in their meeting held on August 1, 2025, to pay commission not exceeding 1% of annual profits of the Company before depreciation, donation and taxes ('Annual Profits') to some or any of the Directors of the Company, other than Executive Directors for the whole or proportionately for a part of each financial years commencing from April 1, 2025 to March 31, 2030, the consent of the members be and is hereby accorded that out of the above profit commission not exceeding 1% of Annual Profits, 0.60% of the said Annual Profits be paid to the Chairman for the financial year 2026-27.”

8. **Raising of Funds through Issuance of Securities of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as a **Special Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('**SEBI ICDR Regulations**'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('**SEBI Listing Regulations**'), the uniform listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited ('**Stock Exchanges**') on which the equity shares having face value of Rs. 10 each of the Company ('**Equity Shares**') are listed, the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended ('**FEMA**'), including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Depository Receipts Scheme, 2014, as amended, the current Consolidated FDI Policy (effective from October 15, 2020), as amended, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, ('**Debt Listing Regulations**'), the Reserve Bank of India Master Directions on Foreign Investment in India, 2018 and subject to other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued by the Ministry of Corporate Affairs ('**MCA**'), the Registrar of Companies having jurisdiction over the Company ('**ROC**'), Securities and Exchange Board of India ('**SEBI**'), Reserve Bank of India ('**RBI**'), Government of India ('**Gol**'), Stock Exchanges and/

or any competent statutory, regulatory, governmental or any other authorities, whether in India or abroad (herein referred to as '**Applicable Regulatory Authorities**'), from time to time and to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary or required from the Applicable Regulatory Authorities in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any or all of them while granting any such approvals, permissions, consents and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the '**Board**' or '**Board of Directors**', which term shall include the Finance and Investment Committee or any other committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board and the Company is hereby authorised to raise further capital and to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted under applicable law), such number of fully paid-up Equity Shares or any other eligible securities or any combination thereof (all of which are hereinafter collectively referred to as '**Securities**') in one or more tranches and/ or by way of one or more issuances, by way of Qualified Institutions Placement ('**QIP**'), through issue of preliminary placement document, placement document and/or other permissible / requisite offer documents to qualified institutional buyers ('**QIBs**') as defined under the SEBI ICDR Regulations, in accordance with Chapter VI of the SEBI ICDR Regulations, whether they be holders of Securities of the Company or not (collectively called the '**Investors**'), as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount of up to Rs. 10,000 Million (Rupees Ten Thousand Million only) or an equivalent amount thereof (inclusive of such premium as may be fixed, if any), mainly towards repayment / prepayment of borrowings, capital expenditure and general corporate purposes, at such time or times, at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws and in such manner and on such terms and conditions including pricing, terms of issuance, allotment and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Securities shall be made to the exclusion of other categories of Investors at the time of such creation, offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with book running lead manager(s) and/or underwriter(s) and/or other advisor(s) appointed and/or to be appointed by the Board, in Indian Rupees, as the Board in its absolute discretion may deem fit and appropriate (the '**Issue**').

RESOLVED FURTHER THAT if any Issue of Securities is made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (a) the allotment of the Equity Shares, or any combination of Securities as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution by the members of the Company or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- (b) the Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed;
- (c) the Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations;
- (d) the relevant date for the purpose of pricing of the Securities shall be the date of the meeting in which the Board decides to open the QIP and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;

- (e) no single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two, where the Issue size is less than or equal to Rs. 250 crores and five, where the Issue size is greater than Rs. 250 crores, in accordance with Chapter VI of the SEBI ICDR Regulations;
- (f) a minimum of 10% (ten per cent) of the Securities shall be allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs;
- (g) in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued along with non-convertible debentures to QIBs under Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the Issue of such convertible securities and/or warrants simultaneously with non-convertible debentures or any other date in accordance with applicable law and such Securities shall be issued at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- (h) the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;
- (i) the tenure of the convertible or exchangeable Securities issued through the QIP shall not exceed 60 (sixty) months from the date of allotment;
- (j) a credit rating agency registered with SEBI will monitor the use of proceeds and submit its report in the format specified under Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized; and
- (k) any Issue of Securities made by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the '**QIP Floor Price**'), with the authority to the Board to offer a discount of not more than such percentage as permitted under applicable law on the QIP Floor Price.

RESOLVED FURTHER THAT the Issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Securities, the number of Securities to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro tanto*;
- (b) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, if and as required, the number of Securities, the price and the time period as aforesaid shall be suitably adjusted; and
- (c) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company; and
- (b) the Securities to be created, offered, issued and allotted in terms of this Resolution (including issuance of the Equity Shares pursuant to conversion of any Securities as the case may be

in accordance with the terms of the offering), shall rank pari passu in all respects, including entitlement to dividend, with the existing Securities of the Company, as may be provided under the terms of Issue and in accordance with the offer document(s).

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue or allotment of Equity Shares and/or Securities or instruments representing the same, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities, on one or more Stock Exchanges in India or outside India.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for Issue of additional Securities and the Board subject to applicable laws, regulations and guidelines be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations or notice required in connection with the placement documents for Issue of the Securities, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the '**Transaction Documents**') (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the '**Ancillary Documents**') as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead managers, underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, escrow agents, monitoring agency and all such agencies as are or may be required to be appointed, involved or concerned in the Issue and allotment of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT the Board or person(s) as may be authorized by the Board, be and is / are hereby severally authorized to finalize all the terms and conditions and the structure of the proposed Securities, take such steps and to do all such acts, deeds, matters and things as it may be considered necessary, desirable or expedient including to resolve and settle any questions and difficulties that may arise in connection with the proposed creation, offer, Issue and allotment of the Securities (including in relation to the Issue of such Securities in one or more tranches from time to time) and the utilization of the Issue proceeds in such manner as may be determined by the Board, subject however, to applicable laws, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo moto decide in its absolute discretion in the best interests of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors / Chief Financial Officer or other persons authorized by the Board, in its absolute discretion for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all such deeds, applications, documents (including Transaction Documents and Ancillary Documents) and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to Issue and allotment of the Securities.”

By order of the Board of Directors
For SPR Auto Technologies Limited
(formerly Shriram Pistons & Rings Limited)

Krishnakumar Srinivasan
Managing Director & CEO
DIN: 00692717

New Delhi
May 11, 2026

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

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ('Act') as amended from time to time, setting out the material facts concerning the special business(es) specified in Item Nos. 6 to 8 of the accompanying notice, is annexed hereto. Further, the relevant details with respect to Item Nos. 4 and 5 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM are also annexed. The Company has received relevant disclosures/consent from the Directors seeking appointment/re-appointment.
2. The Ministry of Corporate Affairs (MCA) has vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, (hereinafter collectively referred to as 'MCA Circulars') permitted the holding of the AGM through VC/OAVM, without the physical presence of the members at a common venue. In compliance with the MCA Circulars, the 62nd Annual General Meeting (AGM) of the Company is being held through Video Conferencing (VC)/Other Audio Visual Mode (OAVM). The Registered Office of the Company shall be deemed to be the venue for the AGM.
3. In accordance with the aforesaid MCA Circulars and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026 issued by the Securities and Exchange Board of India ('SEBI Master Circular'), the Notice of the 62nd AGM along with the Annual Report for FY 2025-26 is being sent only by electronic mode to those members/shareholders whose e-mail addresses are registered with the Company/RTA, National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL'), (collectively 'Depositories').

Further, in terms of SEBI Listing Regulations, for those shareholders whose email addresses are not registered with the Company/ RTA/ Depositories/ Depository Participants, a letter providing the web-link, including the exact path where complete details of Annual Report and Notice of the 62nd AGM are available, will be sent at their registered address.

In case any member is desirous of obtaining a physical copy of the Annual Report for the FY 2025-26 and Notice of the 62nd AGM of the Company, he/ she/ they may send a request to the Company by writing at compliance.officer@shrirampistons.com mentioning their Folio No./ DP ID and Client ID.

4. Members may note that the Notice convening 62nd AGM and the Annual Report for the FY 2025-26, will also be available on the Company's website at <https://shrirampistons.com/financial-information/annual-reports/> and the website of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice will also be available on the CDSL's website at www.evotingindia.com.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars read with SEBI Master Circular, through VC/ OAVM, physical attendance of members has been dispensed with. Accordingly, as per the SEBI Listing Regulations, the facility for appointment of proxy(ies) by the members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM are not annexed to this Notice.
6. The attendance of the members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Corporate/ Institutional members (i.e. other than individuals, HUFs, NRIs, etc.) are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/ Institutional members intending to authorize their representatives to participate and vote at the meeting are requested to send a scanned copy (PDF/ JPG format) of the certified copy of the Board resolution/ authorisation letter to the Scrutiniser at cspreeti96@gmail.com with a copy marked to CDSL helpdesk.evoting@cdslindia.com and to the Company at compliance.officer@shrirampistons.com, authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the meeting, pursuant to Section 113 of the Act.

The scanned image of the above-mentioned documents should be in the naming format 'Company Name and Event No./ EVSN'.

8. Dividend and Record Date:

- i) The Board of Directors has recommended final dividend of Rs. 5/- per equity share of the face value of Rs. 10/- each fully paid up for the financial year 2025-26, subject to the approval of the members at the 62nd AGM. The record date fixed for determining the entitlement of the members to the final dividend is **Monday, July 20, 2026 (Record Date)**. For information of the members, during the financial year 2025-26, an Interim Dividend of Rs. 5/- per equity share of the face value of Rs. 10/- each fully paid up was paid in the month of February 2026.
- ii) In accordance with Regulation 12 of SEBI Listing Regulations read with SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated February 6, 2026, dividend to members shall be paid only through electronic mode including to those who are holding securities in physical form. Such payment shall be made only after the members furnish their PAN, contact details (postal address with PIN and mobile number), bank account details and specimen signature ('KYC') and choice of Nomination. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf
- iii) The dividend, as recommended by the Board, if approved at this AGM, would be paid subject to deduction of tax at source, as may be applicable, within a period of 30 days from the date of declaration, to those persons or their mandates only through electronic mode as under:
 - a) Shares held in electronic form: whose names appear as Beneficial Owners as at the end of the business hours on **Monday, July 20, 2026 (Record Date)**, in the list of Beneficial Owners to be furnished by NSDL and CDSL in respect of the shares held in electronic form; and

- b) Shares held in physical form: whose names appear as members in the Register of members of the Company as of the end of the business hours on **Monday, July 20, 2026 (Record Date)** after giving effect to valid request(s) received for transmission/transposition of shares.
- iv) Pursuant to the amendments introduced in the Income Tax Act, 1961 vide Finance Act, 2020, dividend income is taxable in the hands of the shareholders/members w.e.f. April 1, 2020. The Company shall, therefore, be required to deduct TDS/ Withholding Tax (TDS/WHT) at the time of payment of the dividend at the applicable tax rates. The rates of TDS/WHT would depend upon the category and residential status of the shareholder as briefed hereunder:

A. Tax on Dividend to Resident Shareholders

I. Tax on dividend amount to Resident Individual Shareholders

- a) Tax shall not be deducted on payment of dividend to **Resident Individual Shareholder**, if the total amount of dividend payable during the financial year 2026-27 does not exceed Rs. 10,000/-.
- b) Tax to be deducted on payment of dividend to Resident Individual Shareholder, if the total amount of dividend payable during the financial year 2026-27 exceeds Rs. 10,000/- in the following manner:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Resident individual shareholders with PAN	10%	PAN is to be updated with the Depository Participant / RTA.
Resident individual shareholders without PAN / invalid PAN	20%	NA

- c) Resident Individual Shareholders, who desire to avail exemption from deduction of tax on payment of dividend exceeding Rs. 10,000/- during the financial year can do so in the following manner:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Resident Individual shareholders with PAN :- a) for individuals with no tax liability on total income b) For individuals above the age of 60 years with no tax liability on total income	Nil	Copy of self-attested PAN & Declaration in Form 121

II. Tax on dividend amount to Resident Non-Individual Shareholders

Tax on dividend payable during the financial year to Resident Non-Individual Shareholders shall be deducted either @ 10% or at applicable rates. They can avail the exemption from TDS by submitting the following documents:

Category of shareholder	Applicable tax rate	Documents required to be submitted
Mutual Fund specified under Schedule VII of the Income Tax Act, 2025	Nil	Copy of self-attested PAN & Certificate of registration with SEBI Declaration under Schedule VII of the Income Tax Act, 2025
An Insurance Company exempted under Section 393 of the Income Tax Act, 2025	Nil	Copy of self-attested PAN & Certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC Declaration qualifying as Insurer as per section 2(7A) of the Insurance Act, 1938.
An Alternate Investment Fund (AIF established in India)	Nil	Copy of self-attested PAN & registration certificates for either Category I or Category II AIF as per SEBI (AIF) Regulations, 2012 Declaration under Schedule V of the Income Tax Act, 2025 for exemption.
Other Non-Individual shareholders	Nil	Copy of self-attested PAN Declaration along with self-attested copy of documentary evidence supporting the exemption.
Shareholders who have submitted order u/s 395 of the Income Tax Act, 2025	As per Order	Copy of self-attested PAN Lower/NIL withholding tax certificate for the FY 2026-27 obtained from tax authority to be submitted to claim the lower tax rates.

B. Tax on Dividend to Non-Resident Shareholders

TDS/WHT on payment of dividend during the financial year to Non-Resident Shareholders shall be as follows:

Non-resident shareholders shall be taxed @ 20% plus applicable surcharge and cess on the dividend payable during the financial year. They can avail beneficial rates under the tax treaty between India and country of residence of the shareholder, subject to submission of necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the tax treaty benefits.

Format for submission of various declarations mentioned above are made available on the Company's website and the shareholders are requested to provide signed declarations to the Company at 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi -110 001 or to the Company's RTA viz. Alankit Assignments Limited, 205 - 208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110 055, Tel: 011- 42541234, E-mail ID: info@alankit.com on or before July 27, 2026 (Date of AGM).

C. For shareholders having multiple accounts under different status / category:

Members holding shares under multiple accounts under different status/category and a single PAN may note that, higher the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts. In the case of joint shareholding, the shareholder named first in the Register of members is required to furnish the requisite documents for claiming any applicable beneficial tax rate.

Members may note that in case the tax on said dividend is deducted at a higher rate in the absence of timely receipt, or insufficiency/incomplete/incorrectness of the aforementioned

details/documents from you, an option is available to you to file the return of income as per the Act and claim an appropriate refund, if eligible.

No claim shall lie against the Company for such tax deductions.

9. Updation of mandate for receiving dividend directly in a bank account through an Electronic Clearing System or any other means in a timely manner:

Shares held in physical form: In order to receive dividend in a timely manner, members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ('Electronic Bank Mandate'), can register their 'Electronic Bank Mandate' to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by e-mail to the Company at compliance.officer@shrirampistons.com :

- a) Form ISR-1 along with supporting documents as follows. The said form is available on the Company's website at <https://shrirampistons.com/> under the 'Investors' tab.
- b) Cancelled cheque in original, bearing the name of the member or first holder, in case shares are held jointly; In case name of the holder is not available on the cheque, kindly submit the following documents:
 - i) Cancelled cheque in original
 - ii) Bank-attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) Self-attested scanned copy of the PAN Card; and
- d) Self-attested scanned copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the member as registered with the Company.

Further, for the members holding shares in physical form and whose bank particulars are already registered with RTA, the same will be considered by the Company for payment of the final dividend.

Shares held in demat form: Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant (DP) of the members.

Accordingly, the members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

10. Updation of PAN, KYC and nomination details

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney and bank details such as, the name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- a) **For shares held in electronic form:** To their Depository Participants ('DPs')
- b) **For shares held in physical form:** To the Company/RTA in prescribed **Form ISR-1** and other forms pursuant to SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/1/4298/2026 dated February 6, 2026.

The Company has sent individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details. The relevant Circular(s)

and necessary forms in this regard have been made available on the Company's website at <https://shrirampistons.com/> under the 'Investors' tab.

Accordingly, the members are advised to register their details with the Company/RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

11. Issue of securities in dematerialised form

- a) In terms of Regulation 40(1) of SEBI Listing Regulations and SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, the members are advised to dematerialise their holdings. members can contact the Company or RTA, for assistance in this regard.
- b) Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25th January 2022 (subsumed as part of the SEBI Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026) has mandated Listed Companies to issue securities for the following investor service requests only in dematerialized form: (i) issue of duplicate securities certificate; (ii) claim from unclaimed suspense account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub-division/splitting of securities certificate; (vi) consolidation of securities certificates/folios; (vii) transmission; and (viii) transposition.

Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at <https://shrirampistons.com/> under the 'Investors' tab. **Members are requested to note that any service request will only be processed after the folio is KYC Compliant.**

12. **Nomination facility:** As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting **Form No. SH-13**. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be.

The said forms can be downloaded from the Company's website at <https://shrirampistons.com/> under the 'Investors' tab. Members are requested to submit the said details to their DPs in case the shares are held by them in dematerialized form and to Company/RTA in case the shares are held in physical form.

13. In the case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of members of the Company as on the cut-off date i.e. **Monday, July 20, 2026** will be entitled to vote during the AGM.

14. Online Dispute Resolution Portal ('ODR Portal')

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as of August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://shrirampistons.com/investor-information/shareholder-services/online-dispute-resolution-odr-portal/> under 'Online Dispute Resolution (ODR) Portal' tab.

15. Members seeking any information with regard to the financial statements or any matter to be placed at this 62nd AGM are requested to write to the Company on or before July 23, 2026, through e-mail at **compliance.officer@shrirampistons.com**. The same will be replied to by the Company suitably.

16. Unpaid/Unclaimed Dividend

Members are requested to note that dividends, if not encashed for a period of 7 (seven) years from the date of transfer to the Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ('IEPF'). Further, all the shares in respect of which the dividend has remained unclaimed for 7 (seven) consecutive years or more from the date of transfer to the unpaid dividend account shall also be transferred to IEPF. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline.

The members, whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for the issue of Entitlement Letter. The members can attach the Entitlement Letter and other required documents and file the IEPF-5 form for claiming the dividend and/ or shares available on www.iepf.gov.in. For details, please refer to Corporate Governance Report which is a part of this Annual report. The procedure for claiming the shares from IEPF Authority is available on <https://shrirampistons.com/> under the 'Investors' tab.

During the year under review, the Company had sent individual notices seeking action from the shareholders/members who have not claimed their dividends for 7 (seven) consecutive years or more. Accordingly, the Company had transferred the unclaimed/unpaid dividend and corresponding shares to the IEPF Authority.

Financial Year	Amount of unclaimed dividend transferred	No. of shares transferred
2017-18 (Final Dividend)	Rs. 39,192.00	Nil
2018-19 (interim Dividend)	Rs. 27,564.24	Nil

The voting rights on these shares shall remain frozen until the shareholder claims those shares from the IEPF authority.

The Investor Education and Protection Fund Authority (IEPFA), under India's Ministry of Corporate Affairs (MCA), had requested companies to carry out a special outreach campaign 'Saksham Niveshak' from July 28, 2025, to November 6, 2025, and from April 1, 2026 to July 9, 2026 to reach out to shareholders whose dividends remain unpaid/unclaimed. The objective of this campaign is to proactively encourage investors to claim their rightful dividends and update KYC details (PAN, Bank details, Nomination) well before the funds and the underlying shares are transferred to the IEPF account. The Company demonstrated its commitment to shareholder engagement and transparency through various means such as Participation through RTA in 'Saksham Niveshak' campaign, reaching out to shareholders for claiming dividends, and payment of past unclaimed dividend for updated bank mandates.

17. **Scrutinizer for e-Voting:** The Board of Directors has appointed Ms. Preeti Grover, Practicing Company Secretary (ICSI M. No. FCS 5862 & COP No. 6065), Proprietor M/s PG & Associates as the Scrutinizer to scrutinize that the process of remote e-voting and voting at the AGM happens in fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting)

and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him in writing, who shall countersign the same and declare the results of voting forthwith. The voting results will be announced within 2 (two) working days from the conclusion of its AGM in the format specified by SEBI.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://shrirampistons.com/investor-information/shareholders-meeting/scrutinizers-report-agm-results/> and on CDSL's website www.cdslindia.com simultaneously. The Company shall simultaneously forward the results to the stock exchanges where the equity shares of the Company are listed i.e., BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The results shall also be made available on the notice board of the Company at its Registered Office.

18. INSTRUCTIONS FOR E-VOTING AND ATTENDING THE AGM THROUGH VC FACILITY:

Voting through Electronic Means

(i) In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations (as amended) and SEBI Master Circular, the Company is pleased to provide its members the facility for voting through remote e-voting as well as e-voting during the AGM in respect of all the business(es) to be transacted at the AGM and has engaged the services of the Central Depository Services (India) Limited (CDSL) (authorized e-Voting's agency) to provide remote e-voting facility, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.

(ii) The **remote e-voting period** commences on **Friday, July 24, 2026 (9:00 a.m. IST)** and ends on Sunday, July 26, 2026 (5:00 p.m. IST). During this period, members holding shares either in physical form or in dematerialized form, as of **Monday, July 20, 2026 ('Cut-off Date')**, may cast their vote electronically.

The e-voting module shall be disabled by CDSL for voting thereafter. A person who is not a member as of the cut-off date should treat this Notice for information purposes only.

Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing on Friday, July 24, 2026 (9:00 a.m. IST) and ending on Sunday, July 26, 2026 (5:00 p.m. IST) or e-voting during the AGM.

The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their vote on such resolution again.

(iii) The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **Cut-off Date**.

(iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders/members.

In order to increase the efficiency of the voting process, and pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated January 30, 2026, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing the ease and convenience of participating in the e-voting process.

A. Instructions for Individual shareholders holding securities in Demat mode for logging in for remote e-voting (before this AGM) and joining the AGM through VC are as under:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on 'Access to e-Voting' under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select 'Register Online for IDeAS' Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Note: Members who are unable to retrieve their User ID/Password are advised to use the 'Forgot User ID'/'Forgot Password' option available at the abovementioned website.

B. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than Individuals holding in Demat form.**

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on the 'Shareholders/Members' module.
- (iii) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and have logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

- (vi) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field

- (vii) After entering these details appropriately, click on the 'SUBMIT' tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login 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, provided 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

C. Common instructions for all shareholders logging in for remote e-voting (before this AGM) and joining at the AGM through VC are as under:

Upon logging in as per para A or B above, members need to follow the instructions as mentioned below:

- (i) Click on the EVSN for 'SPR Auto Technologies Limited (*formerly* Shriram Pistons & Rings Limited)' on which you choose to vote.
- (ii) 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.
- (iii) Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire resolution details.
- (iv) 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.
- (v) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (vi) You can also take a print of the votes cast by clicking on the 'Click here to print' option on the Voting page.
- (vii) If a demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system.

(viii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

D. Note for Non-Individual Shareholders and Custodians – Remote e-voting only.

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the 'Corporates' module.
- (ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (iii) After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote.
- (iv) The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
- (v) It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (vi) Alternatively, non-individual shareholders can send the relevant Board Resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer at cspreeti96@gmail.com and to the Company at the email address at compliance.officer@shrirampistons.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

E. Instructions for members for attending the AGM through VC, and e-voting during the AGM are as under:

- i) The procedure for attending the AGM through VC, and e-voting during the AGM is the same as the instructions mentioned above for remote e-voting.
- ii) The link for VC to attend the AGM will be available where the EVSN of the Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
- iii) The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting by VC, but shall not be entitled to cast their vote again during the meeting.
- iv) Only those members, who are present in the AGM through VC and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system which shall be available during the AGM.
- v) If any votes are cast by a member through the e-voting available during the AGM and if the said member has not participated in the meeting through VC, then the votes cast by such member shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- vi) Members are encouraged to join the Meeting through Laptops/iPads for a better experience.
- vii) Further, members will be required to allow Camera and use the Internet at a good speed to avoid any disturbance during the meeting.
- viii) Please note that members/Participants connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforementioned glitches.

ix) For the convenience of the members and proper conduct of the AGM, members can login and join at least 15 minutes before the scheduled time of commencement of the AGM and the meeting link shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

x) **Speaker Registration**

Shareholders who would like to express their views/ask questions during the AGM may register themselves as a speaker by sending their request in advance at least **2 days prior to the meeting** mentioning their name, demat account number/folio number, email id and mobile number at compliance.officer@shrirampistons.com. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to the meeting** mentioning their name, demat account number/ folio number, email id and mobile number at compliance.officer@shrirampistons.com. These queries will be replied to by the Company suitably.

The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM. Those Shareholders who have registered themselves as speaker will only be allowed to express their views/ask questions during the AGM.

F. Process for Shareholders whose email addresses/mobile no. are not registered with the Company/depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

For Physical shareholders - please provide necessary details like Folio No., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by email to Company at compliance.officer@shrirampistons.com.

For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) and provide the Demat account number, name, client master or copy of the Consolidated Account statement, PAN (self-attested scanned copy), Aadhaar (self-attested scanned copy) to Company at compliance.officer@shrirampistons.com.

The Company shall provide the login credentials to the above-mentioned shareholders.

For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through the Depository.

G. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

- i) If you have any queries or issues regarding attending the AGM & e-voting from the e-voting System, you may refer to the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evotingindia.com, under the help section or write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09 911.
- ii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09 911.

H. Documents open for inspection

The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be available for inspection through electronic mode from the date of circulation of this Notice up to the date of AGM i.e. July 27, 2026. Members are requested to write to the Company at compliance.officer@shrirampistons.com for inspection of the said documents.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS(ES) IN ITEM NOS. 6 TO 8 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 11, 2026, has approved the appointment of M/s. Chandra Wadhwa & Co., Cost Accountants, having Firm Registration No. 00239, as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027 at a remuneration of Rs. 3,65,000/- (Rupees Three Lakh Sixty-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses.

Pursuant to provisions of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors is required to be ratified by the members 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 conducting the audit of the cost records of the Company for the Financial Year ending March 31, 2027.

M/s. Chandra Wadhwa & Co., Cost Accountants, have confirmed that they are eligible for appointment as Cost Auditors, are free from any disqualifications, are working independently and maintaining arm's length relationship with the Company.

None of the Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the members.

ITEM NO. 7

The members, at their meeting held on August 1, 2025, had approved payment of commission not exceeding 1% of annual profits of the Company (computed before depreciation, donation and taxes) to some or any of the Non-Executive Directors, for the period from April 1, 2025 to March 31, 2030, to be distributed in such manner as may be determined by the Board.

In terms of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members is required in each financial year where the remuneration payable to a single Non-Executive Director exceeds 50% of the aggregate annual remuneration payable to all Non-Executive Directors.

Based on the recommendation of the Nomination and Remuneration Committee (NRC) in line with NRC Policy and approval of the Board, it is proposed that, out of the overall commission approved by the members, 0.60% of the annual profits be paid to the Chairman for the financial year 2026-27. The allocation of commission is determined by the Board based on factors such as participation, responsibilities and overall contribution of the Directors.

The commission framework remains consistent over the past several years and within limits already approved by members. This consistent approach reflects the Company's commitment to maintaining a fair, competitive and transparent remuneration structure. It ensures that remuneration remains appropriately linked to the Company's performance and long-term strategic objectives, thereby aligning the interests of the Directors with those of the shareholders.

The Chairman plays a pivotal role in anchoring the Company's governance framework and steering long term value creation. The proposed commission is commensurate with the size and complexity of the Company's operations and reflects the distinct responsibilities attached to the Chairman's position, including providing leadership to the Board, facilitating effective governance, guiding the Company's strategic direction and ensuring robust stakeholder engagement.

The Chairman and his relatives are concerned or interested in the Resolution set out at Item No. 7 of the Notice. None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested in the said Resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the members.

Item No. 8

- a) The special resolution contained in the Notice under Item No. 8 relates to a resolution passed by the Board on May 11, 2026, seeking approval of the members of the Company to raise further capital and to create, offer, issue and allot (including with provisions for reservations on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted under applicable law), such number of fully paid-up Equity Shares or any other eligible securities or any combination thereof (all of which are hereinafter collectively referred to as '**Securities**'), and / or by way of one or more issuances, including by way of Qualified Institutions Placement ('**QIP**'), in accordance with the SEBI ICDR Regulations and all other applicable laws, subject to the applicable regulations issued by the Securities and Exchange Board of India and any other governmental, regulatory or statutory approvals as may be required, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the creation, issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.
- b) This special resolution enables the Board to issue Securities of the Company for an aggregate amount not exceeding Rs. 10,000 million (Rupees Ten Thousand Million only) or its equivalent in any foreign currency, (inclusive of such premium as may be fixed on such Securities).
- c) The Board shall, subject to applicable law, issue Securities pursuant to this special resolution and utilize the proceeds to finance (wholly or in part) one or more, or any combination, of the following: (a) repayment / prepayment of borrowings; (b) capital expenditure; and (c) any other general purposes as may be permissible under applicable laws. The proceeds of the proposed Issue shall be utilized for any of the aforesaid purposes to the extent permitted by law. The Equity Shares allotted would be listed. The Issue and allotment would be subject to the availability of regulatory approvals, if any.

- d) **Basis or Justification of Price:** As the pricing of the Issue cannot be decided except at a later stage, it is not possible to state upfront the price of securities to be issued. The pricing of the Equity Shares to be issued to QIBs pursuant to Chapter VI of the SEBI ICDR Regulations shall be determined by the Board in accordance with the SEBI ICDR Regulations. The resolution enables the Board, in accordance with applicable laws, offer a discount of not more than 5% (five percent) or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations.
- e) The '**Relevant Date**' for this purpose will be the date when the Board (including any committee thereof) decides to open the Issue for subscription or any other date in accordance with applicable law and in case of allotment of convertible securities, either the date of the meeting in which the board of directors of the issuer or the committee of directors duly authorised by the board of directors of the issuer decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares.
- f) In connection with the proposed issue of securities, the Company is required, inter alia, to prepare various documentations and execute various agreements. The Company is yet to identify the investor(s) and decide the type and quantum of securities to be issued to them. Hence, the details of the proposed allottees, percentage of post offer holding pattern of Securities of the Company and other details are not available at this point of time and shall be disclosed by the Company under the applicable regulations in due course (at appropriate times and modes). Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company. As the Issue may result in the issue of Securities of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- g) The aforesaid proposal is in the interest of the Company, and our Directors recommend the special resolution set out at Item No. 8 of the accompanying Notice for approval by the members of the Company.
- h) The Securities to be issued shall be listed with the stock exchanges, where the existing securities of the Company are listed.
- i) No single allottee shall be allotted more than 50% of the proposed QIP size and the minimum number of allottees shall not be less than two, where the issue size is less than or equal to Rs. 250 crores and five, where the issue size is greater than Rs. 250 crores, in accordance with Chapter VI of the SEBI ICDR Regulations.
- j) A minimum of 10% (ten per cent) of the Securities shall be allotted to Mutual Funds and if Mutual Funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs.
- k) The tenure of the convertible or exchangeable Securities issued through the QIP shall not exceed 60 (sixty) months from the date of allotment.
- l) A credit rating agency registered with SEBI will monitor the use of proceeds and submit its report in the format specified under Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized.
- m) The Promoters, Directors and Key Managerial Personnel of the Company shall not be eligible to subscribe to the proposed issue of Securities, except in accordance with the applicable laws.

- n) None of the Promoters, Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the resolution set out at Item no. 8, except to the extent of Equity Shares that may be subscribed to by them or by companies / firms / institutions in which they are interested as Director or member or otherwise.
- o) Other than through their participation in the Issue as mentioned above, none of the directors or key managerial personnel of the Company or the relatives of the said persons are interested in the said resolution.
- p) No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.
- q) The Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.
- r) Proposed time within which the allotment shall be completed:
- In case of QIP, the allotment of the Securities shall be completed within a period of 365 days from the date of passing of resolution set out at Item No. 8 of this Notice.
 - The detailed terms and conditions for the Issue will be determined in consultation with the advisors, lead managers and underwriters and such other authorities as may be required, considering the prevailing market conditions and other regulatory requirements for various types of issues including further public offerings or QIP.
 - The equity shares to be allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and rank pari passu in all respects, including entitlement to dividend, with the existing equity shares of the Company, as may be provided under the terms of issue and in accordance with the placement document(s).
 - Pursuant to Section 62 of the Companies Act, 2013 and the SEBI Listing Regulations, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing members in the manner laid down in the said section unless the members decide otherwise in a general meeting. The Board recommends passing of the resolution as set out at Item No. 8 of this Notice for the approval of the members as special resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the members.

Details of Director seeking Appointment/ Re-appointment in pursuance of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings (SS-2)

Name of Director	Mr. Pradeep Dinodia	Mr. Yasunori Maekawa
Director Identification Number (DIN)	00027995	06952173
Date of Birth / Age	December 2, 1953 / 72 Years	February 27, 1958 / 68 Years
Date of appointment in the Board of the Company	May 16, 2003	May 13, 2024
Number of Board Meetings attended during last year	6 out of 6	2 out of 6
Brief Resume (Qualification/ Experience)	<p>Mr. Dinodia has been on the Board of the Company since May 2003. He graduated in Economics with Honours from St. Stephen's College, Delhi University and obtained a Law Degree from the same University.</p> <p>He is a Fellow Member of The Institute of Chartered Accountants of India and Chairman and Managing Partner in the Delhi-based Chartered Accountancy firm M/s. S.R. Dinodia & Co. LLP.</p> <p>He has co-authored a book, 'Transfer Pricing Demystified'.</p>	<p>He holds a bachelor's degree in science and engineering from Waseda University, Japan.</p> <p>He has extensive experience in international operations, particularly in the automotive and manufacturing sectors, and has held senior leadership roles in Japanese organizations, contributing to strategy, operations and cross-border business management.</p>
Nature of expertise in specific functional areas	Technical knowledge of the Industry in which the Company operates and has knowledge of finance, law, management, sales, marketing, administration, research & corporate governance.	Technical knowledge of the Industry in which the Company operates and knowledge of finance, management, sales, marketing, administration, research and corporate governance.
Details of remuneration sought	Sitting fee and Commission based on Profits.	Sitting fee and Commission based on Profits.
Remuneration last drawn	Sitting fee: Rs. 1.8 Million Commission: Rs. 46.13 Million	Sitting fee: Rs. 0.20 Million Commission: Rs. 1.00 Million
Name of listed entities from which the person has resigned in the past three years	NIL	NIL
Directorships held in other Companies	<ul style="list-style-type: none"> i) Hero MotoCorp Limited ii) DCM Shriram Limited iii) Hero FinCorp Limited iv) SPR Auto Interior Solutions Chakan Private Limited v) SPR Auto Interior Lighting Solutions Private Limited vi) SPR Auto Interior Solutions Private Limited 	NIL

Name of Director	Mr. Pradeep Dinodia	Mr. Yasunori Maekawa
Chairman/ Member of the Committee(s) of the Board of Directors of the Company	Chairman: i) Corporate Social Responsibility Committee ii) Risk Management Committee Member: i) Audit Committee ii) Nomination and Remuneration Committee iii) Stakeholders' Relationship Committee	NIL
Chairman/ Member of the Committee(s) of the Board of Directors of other Companies in which he/ she is a Director	1. Hero MotoCorp Limited i) Stakeholders' Relationship Committee – Chairman ii) Risk Management Committee – Member 2. DCM Shriram Limited i) Stakeholders' Relationship Committee – Chairman 3. Hero FinCorp Limited i) Stakeholders' Relationship Committee – Chairman ii) Audit Committee – Member iii) Risk Management Committee – Member iv) Corporate Social Responsibility Committee – Member v) IT Strategic Committee –Member	Nil
No. of Shares held by the Director of the Company	NIL	NIL
Disclosure of Relationship between Directors / KMPs inter-se	He has no relationship with members of the Board of Directors.	He has no relationship with members of the Board of Directors.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Technical knowledge of the Industry in which the Company operates and has knowledge of finance, management, sales, marketing, administration, research, corporate governance, Strategic planning and Business Model Innovation.	Technical knowledge of the Industry in which the Company operates and knowledge of finance, law, management, sales, marketing, administration, research and corporate governance

By order of the Board of Directors
For SPR Auto Technologies Limited
(formerly Shriram Pistons & Rings Limited)

Krishnakumar Srinivasan
 Managing Director & CEO
 DIN: 00692717

New Delhi
 May 11, 2026

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