

**EXTRACT OF MINUTES OF THE BOARD MEETING OF SAMKRG PISTONS AND RINGS LIMITED
HELD ON 27TH MAY 2022 AT 11.00 AM AT REGISTERED OFFICE 1-201, DIVYA SHAKTI COMPLEX,
AMEERPET, HYDERABAD – 500 016.**

Item No. 5:

To consider and approve the Audited Annual Accounts for the year ended 31st March, 2022.

The Chairman placed before the board, the audited profit & loss account for the year ended 31st March 2022 and balance sheet as at 31st March, 2022 together with cash flow statement and statement of assets and liabilities. After discussions, the following resolution was passed:

“RESOLVED THAT the audited profit & loss account for the year ended 31st March 2022 and balance sheet as at 31st March, 2022 together with cash flow statement and statement of assets and liabilities as placed before the Board, initialed by Chairman for the purpose of identification be and is hereby approved and the same is recommended to the members for adoption in the forthcoming 36th Annual General Meeting.”

“RESOLVED FURTHER THAT Shri S D M Rao, Managing Director and Chairman be and is hereby authorized to take such steps as may be necessary in relation to the above and file the required documents with the Registrar of Companies.”

Item No. 6:

To consider and approve Auditors Report for the financial year ended 31st March, 2022.

The Chairman placed Auditors Report for the year ended 31st March, 2022 before the Board. The Board read, discussed and took note of the same and passed the following resolution:

“RESOLVED THAT the Auditors Report on Profit and Loss Account and Balance Sheet for the financial year ended 31st March, 2022 as placed before the Board, be and is hereby approved.”

“RESOLVED FURTHER THAT Shri S D M Rao, Managing Director and Chairman be and is hereby authorized to do all such acts deeds and things necessary in relation to the above.”



Item No. 12:

To consider and approve draft Directors Report for the year ended 31st March, 2022.

The Chairman placed draft Directors Report for the year ended 31st March, 2022 before the Board. The Board read, discussed and took note of the same and passed the following resolution:

"RESOLVED THAT the Directors Report pursuant to provisions of section 134(6) of Companies Act, 2013 for the year ended 31st March, 2022 as placed before the Board, be and is hereby approved."

"RESOLVED FURTHER THAT Shri S D M Rao, Managing Director and Chairman be and is hereby authorized to do all such acts deeds and things necessary in relation to the above."

Item No. 13:

To recommend for appointment of Secretarial Auditor.

The Chairman informed the Board that pursuant to provisions of section 204 of Companies Act, 2013 company is required to appoint secretarial auditor to do secretarial audit for the financial year 2022-23. Further informed that as per recommendation of Audit Committee and subject to approval of Board M/s VBSS Prasad, Practicing Company Secretary, was appointed as secretarial auditor of the Company for financial year 2022-23 and now the Board is required to appoint Secretarial Auditor for financial year 2022-23. The Board considered the matter and passed the following resolution:

"RESOLVED THAT pursuant to provisions of section 204 of Companies Act, 2013 and rule 8 of Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions and rules if any, and as per recommendation of Audit Committee consent of the Board of Directors be and is hereby accorded to appoint CS VBSS Prasad, Practicing Company Secretary, as secretarial auditor for the financial year 2022-23."

"RESOLVED FURTHER THAT Shri S D M Rao, Managing Director and Chairman be and is hereby authorized to take such steps as may be necessary in relation to the above and to file necessary e-forms, if any, to Registrar of Companies."

Item No. 14:

Re-appointment of Managing Director at the Forthcoming Annual General Meeting

"RESOLVED THAT pursuant to section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto as amended up to date and all guidelines for managerial remuneration issued in this regard from time to time, and subject to recommendation of nomination and remuneration committee, as he is interested he left the meeting subject to the further

approval of share holders in the ensuing annual general meeting as special resolution, the Board of Directors of the Company hereby approved the re-appointment of Shri S.D.M. Rao, Managing Director of the Company for a further period of 3 years with effect from 01.09.2022 to 31.08.2025 on the terms and conditions, as approved by the nomination and remuneration committee in its meeting held on 25.05.2022."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 15:

To continue the Directorship of Non- Executive Director attained the age of 75years

RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and the Provisions of Section 152 of the Companies Act, 2013 and other applicable provisions if any, and subject to the approval of Shareholders in the ensuing Annual General Meeting, Mr. Saripalli Madhava Rao (holding DIN:00160487) aged about 75 years, Director retiring by rotation and due for retirement at the ensuing Annual General Meeting, be and is hereby appointed as Non-executive Director of the Company retiring by Rotation.

Item No. 16:

Appointment of Statutory Auditor

To consider and if thought fit, "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under, including statutory modifications thereto or re-enactments thereof for the time being in force, and pursuant to the recommendations of the audit committee Mr.MVN MURTHY, having Membership No. M/201445 allotted by the Institute of Chartered Accountants of India, be and are hereby appointed as statutory auditors of the company, pursuant to Provision to Section 139 of the Companies Act,2013 to hold office, from conclusion of this annual general meeting for Five Consecutive years, subject to ratification at every annual general meeting on such remuneration, as may be fixed in this behalf by the board of directors of the company."

"RESOLVED FURTHER THAT the directors of the Company jointly and severally be and are hereby authorized to do all such acts, matters and things as may be necessary to give effect to the above resolution and to certify and upload the e-forms.

"RESOLVED FURTHER THAT Shri S D M Rao, Managing Director and Chairman be and is hereby authorized to take such steps as may be necessary in relation to the above."



Item No. 18:**To appoint Cost Auditor**

The Chairman informed the Board that as per requirement of section 148 of Companies Act, 2013 and rules made there under and as per recommendation of Audit Committee, consent of Mr. Penumurthy Srinivas has been received for his appointment and conducting cost audit for financial year 2022-23. The Board considered the consent of Mr. Penumurthy Srinivas and passed the following resolution:

"RESOLVED THAT as per requirement of section 148 of Companies Act, 2013 and rules made there under and as per recommendation of Audit Committee Mr. Penumurthy Srinivas, Cost Accountant in practice having *Membership no. 21170* be and is hereby appointed as Cost Auditor for financial year 2022-23."

"RESOLVED FURTHER THAT Sri S D M Rao, Managing Director and Chairman be and is hereby authorized to such necessary steps as may be required in relation to the above resolution and file required e-forms to Registrar of Companies."

Item No. 25:**To take note of disclosure of interest of Directors.**

The Directors placed before the Board duly signed form MBP-1 in accordance with section 184 of Companies Act, 2013. The Board took note of the same and passed the following resolution.

"RESOLVED THAT notice of Interest of Directors received in form MBP-1 pursuant to section 184(1) of Companies Act, 2013 read with Rule 9(1) of Companies (Appointment and Qualification of Directors) Rules, 2014 and as placed before the Board be and is hereby taken on record."

"RESOLVED FURTHER THAT Sri SDM Rao, Managing Director and Chairman be and is hereby authorized to do all such acts, deeds and things as may be necessary in relation to the above resolution."

By order of the Board of Directors
For SAMKRG PISTONS AND RINGS LIMITED

DATE: 04.06.2022

PLACE: HYDERABAD

CERTIFIED TO BE TRUE

S D M Rao
S D M RAO
CHAIRMAN & MD
DIN: 01665765