

Compliance Report on Corporate Governance for Quarter ending Sep' 2019

1. Name of Listed Entity : Shriram Pistons And Rings Limited

2. Quarter Ending: Sep' 2019

i. Composition Of Board Of Directors

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/ Executive/Non-Executive/Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company	Remarks
Mrs.	Meenakshi Dass	524865	AAJPD9324P	NED		28-Mar-09	9-Jul-19			4-Apr-64	1	0	0		0	RMC
Mr.	Pradeep Dinodia	27995	AAFDP2546M	C & NED		16-May-03	9-Jul-19			2-Dec-53	4	2	9		5	AC,SC,R MC,NRC
Mr.	Hari S. Bhartia	10499	ADRPB6359B	NED		27-Jan-09	10-Jul-18			12-Dec-56	3	0	0		0	NA
Mr.	Ravinder Narain	59197	AAAPN8379C	ID		31-Jan-08	29-Jul-14	9-Jul-19	59	15-May-37	0	0	0		0	NA
Mr.	C.Y. Pal	106536	AAAPP6306L	ID		16-May-03	29-Jul-14	9-Jul-19	59	6-Mar-37	0	0	0		0	NA
Mr.	M. Sekimoto	452082	ZZZZZ9999Z	NED		17-Oct-03	7-Jul-17	26-Jul-19		6-Mar-55	0	0	0		0	NA Since the director is a foreign national, he has not obtained PAN
Mr.	Inderdeep Singh	173538	ABEPS1563M	ID		25-Mar-08	9-Jul-19		63	18-Aug-60	2	1	3		3	AC,SC,R MC,NRC
Mr.	Ashok Kumar Taneja	124814	AACPT6162G	ED	CEO-MD	21-Apr-99	1-Apr-19			18-Aug-51	1	0	0		0	SC,RMC
Mr.	R. Srinivasan	124760	AAKPR0862M	ED		1-Feb-01	1-Feb-16			17-Sep-52	1	0	0		0	RMC
Mr.	Luv D. Shriram	51065	ABBPS9860J	ED		1-Apr-09	5-May-19			2-Aug-72	1	0	0		0	RMC
Mr.	Peter Neu	324469	ZZZZZ9999Z	NED		11-May-06	10-Jul-18			31-Oct-59	1	0	0		0	NA Since the director is a foreign national, he has not obtained PAN
Mr.	Kiyoto Tone	8154738	ZZZZZ9999Z	ID		22-May-18	9-Jul-19		16	3-Apr-61	1	1	0		0	NA Since the director is a foreign national, he has not obtained PAN
Mr.	Alok Ranjan	8254398	ABIPR7744K	ID		30-Mar-19	30-Mar-19		6	9-Mar-56	2	2	1		0	AC,RMC, NRC
Mrs.	Ferida Chopra	8415847	AACPC7048L	ID		30-Mar-19	30-Mar-19		6	30-Apr-56	1	1	2		0	AC,SC
Mr.	Yukio Tanemura	8531888	ZZZZZ9999Z	NED		27-Jul-19	27-Jul-19			2-Nov-56	1	0	0		0	NA Since the director is a foreign

Company Remarks	Shri Inderdeep Singh and Shri Kiyoto Tone were re-appointed as Independent Directors for second term on 09.07.2019.
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ferida Chopra	ID	Member	10-May-19	
2	Alok Ranjan	ID	Member	10-May-19	
3	Inderdeep Singh	ID	Chairperson	27-Jun-14	
4	Pradeep Dinodia	C & NED	Member	23-Jun-04	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Ferida Chopra	ID	Member	10-May-19	
2	Ashok Kumar Taneja	ED	Member	1-Apr-19	
3	Pradeep Dinodia	C & NED	Member	23-Mar-09	
4	Inderdeep Singh	ID	Chairperson	23-Mar-09	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Alok Ranjan	ID	Member	10-May-19	
2	R. Srinivasan	ED	Member	27-Jun-14	
3	Luv D. Shiram	ED	Member	27-Jun-14	
4	Meenakshi Dass	NED	Member	27-Jun-14	
5	Pradeep Dinodia	C & NED	Chairperson	27-Jun-14	
6	Inderdeep Singh	ID	Member	27-Jun-14	
7	Ashok Kumar Taneja	ED	Member	27-Jun-14	

Company Remarks	
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Alok Ranjan	ID	Member	10-May-19	
2	Pradeep Dinodia	C & NED	Member	25-Mar-08	
3	Inderdeep Singh	ID	Member	29-Jan-16	

Company Remarks	Chairperson of the Committee, Shri Ravinder Narain, has resigned from the Board of Directors w.e.f. closing hours of 09.07.2019. Consequently, he ceased to be Chairman of the Committee. Members of the Committee shall appoint a new
Whether Permanent chairperson appointed	No

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
10-May-19	9-Jul-19	Yes	11	5
	26-Jul-19	Yes	10	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	59

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	10-May-19	26-Jul-19	Yes	4	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	76

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions		

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:
Corporate Governance Report for quarter ended September 2019 shall be placed before Meeting of Board of Directors scheduled to be held on 01.11.2019.

Name R. Srinivasan
Designation Company Secretary

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:
 In the Annual Report of 2018-19, the Company was not required to attach Business Responsibility Report as it was not in the top 500 Companies (based on market capitalization) as on 31.03.2019.

Name R.Srinivasan
Designation Company Secretary & Compliance Officer