

SHRIRAM PISTONS & RINGS LTD.

Regd. Office: 23, 3rd Floor, Himalya House, Kasturba Gandhi Marg, New Delhi-110001
Tel.: +91 11 2331 5941 Fax: +91 11 2331 1203. Website: www.shrirampistons.com
E-mail: spr.finance@shrirampistons.com, CIN: L29112DL1963PLC004084. PAN: AAAC30229G

FORM DPT-1

CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS

[Pursuant to section 73 (2)(a) and section 76 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014]

1. GENERAL INFORMATION

a. Name, address, website and other contact details of the company: SHRIRAM PISTONS & RINGS LTD. Regd. Office: 23, 3rd Floor, Himalya House, Kasturba Gandhi Marg, New Delhi-110001 Tel.: +91 11 2331 5941 Fax: +91 11 2331 1203. Website: www.shrirampistons.com E-mail: spr.finance@shrirampistons.com, CIN: L29112DL1963PLC004084. PAN: AAAC30229G

b. Date of incorporation of the company: December 9, 1963

c. Business carried on by the company and its subsidiaries with the details of branches or units, if any: Manufacture and Marketing of Pistons, Piston Rings, Piston Pins, and Engine Valves. The company's registered office is at New Delhi, and manufacturing units are at Ghazabad (UP) & Pathved (Rajasthan) and Assembly Units are at Gurgaon (Haryana), Sahibabad (UP), Pune (Maharashtra), Hosur (Tamil Nadu).

d. Brief particulars of the management of the company: The Company is managed by the Managing Director subject to the superintendence, control and direction of Board of Directors.

e. Names, addresses, DIN and occupations of the directors:

NAME	DIN	OCCUPATION	ADDRESS
Shri. Pradeep Dhoda (Chairman)	00027995	Practising Chartered Accountant	A - 9A, Maharani Bagh, New Delhi-110045
Shri. Hari S. Bhatia	00010499	Industrialist	2, Amrita Shergill Marg, New Delhi-110003
Smt. Meenakshi Das	00524865	Company Director	27, Aurangzeb Road, New Delhi-110011
Shri. Ravinder Narain	00059197	Advocate	55, Sunder Nagar, New Delhi-110003
Shri. Peter Neu	00324449	Service	Am. Zuckerberg 40, Ludwigburg, Germany-71640
Shri. C.V. Pal	00106536	Company Director	118, Valbhav Apartments, 80, Bhulabhai Desai Road, Mumbai -400026
Shri M. Sekimoto	00452082	Service	4-3-2-406, Inagi City, Tokyo, Japan -2060803
Shri. Inderdeep Singh	00173538	Company Director	20-A, Aurangzeb Road, New Delhi-110011
Shri. Kyoto Tone	08154738	Service	2-1-40 ISHIBOTOKE-CHO, SHOWA-KU NAGOYA-SHI ACHI JAPAN 0000 JP
Shri. A. K. Taneja (Managing Director & CEO)	00124814	Service	C-6/9, Safdarjung Development Area, New Delhi-110016
Shri. R. Srinivasan (Jr. Managing Director)	00124760	Service	C-512, Sushant Lok, Phase -I, Gurgaon-122002
Shri. Luv D. Shriram (Whole Time Director)	00051065	Service	26, Sardar Patel Marg, New Delhi-110021
Dr. Ralf Buschbeck (Alternate Director to Dr. Peter Neu)	To be applied	Service	Buchenweg 11, 74861 NEUDENAU, GERMANY
Shri. Naotada Okano (Alternate Director to Shri M. Sekimoto)	02005759	Service	Cosumo Kmagaya II 605, 633, Awano Kamagaya-shi, Chiba Ken, Japan -2730132

f. Management's perception of risk factors: Increased focus on quality by OEMs, low cost competition in OEMs, volatility in foreign exchange rates may impact sales/profit.

g. Details of default, including the amount involved, duration of default and present status, in repayment of:
i) Statutory dues: There is no default in repayment of:
- Statutory dues.
- Debentures and interest thereon.
- Loans from any banks or financial institution and interest thereon.
ii) Debentures and interest thereon
iii) Loan from any bank or financial institution and interest thereon

2. PARTICULARS OF THE DEPOSIT SCHEME

a. Date of passing of board resolution: 10-07-2018

b. Date of passing of resolution in the general meeting authorizing the invitation of such deposits: 29.7.2014

c. Type of deposits, i.e., whether secured or unsecured: Unsecured

d. Amount which the company can raise by way of deposits at per the Act and the rules made thereunder, and the aggregate of deposits actually held on the last day of the immediately preceding financial year and on the date of issue of the Circular or advertisement and amount of deposit proposed to be raised and amount of deposit repayable within the next twelve months:
Amount that company can raise-
a) 10% of aggregate of paid up capital and free reserves against deposits from its shareholders - Rs. 890.09 Mn.
b) 25% of aggregate of paid up capital and free reserves against deposits from public - Rs. 2225.23 Mn.
c) Total amount that company can raise - Rs. 3115.32 Mn.
d) Aggregate of deposits as on 31.3.2018 is Rs. 648.50 Mn.
e) Aggregate of deposits as on date of issue of circular or advertisement i.e. Rs. 658.53 Mn.
f) Amount of deposit proposed to be raised on the date of issue of circular i.e. Rs.920 Mn.
g) Amount of deposit repayable within next 12 months i.e. from 10-07-2018 to 9-7-2019 - Rs. 251.81Mn.

e. Terms of raising of deposits: Duration, Rate of Interest, mode of payment and repayment:

Period	Scheme A: Non-Cumulative*		Scheme B: Cumulative**		
	Rate of Interest (P.A.)	Minimum Amount of deposit (Rs.)	Minimum Amount of deposit (Rs.)	Monthly Value of deposit (Rs.)	Yield (P.A.)
One year	7.50%	50000	21000	22630	7.76%
Two Year	8.50%	50000	21000	24876	9.22%
Three Year	9.00%	50000	21000	27482	10.28%

An additional interest also would be paid, over and above the rate of interest as payable under cumulative and non cumulative schemes to the following:-
(1) 0.50 % p.a. to senior citizen (of 60 years and above)
(2) 0.50 % p.a. to employees of the company.
(3) 0.50 % p.a. to shareholders of the Company.
*Interest on deposit under non-cumulative scheme will be paid every quarter ending June, September, December and March and is subject to the deduction of tax at source, wherever applicable.
**Interest on deposit under cumulative scheme is monthly compounded and subject to the deduction of tax at source, wherever applicable.
For High value deposits, company may at its discretion accept deposit for payment of interest on monthly basis.
All payment of deposits / interest will be made by NEFT/RTGS only.
All other terms & conditions are set out in the Company's prescribed application forms which are available from the Registered Office of the company.

f. Proposed time schedule mentioning the date of opening of the Scheme and the time period for which the circular or advertisement is valid: The scheme is proposed to be opened on 14.8.2018 and will be valid till next annual general meeting of the company

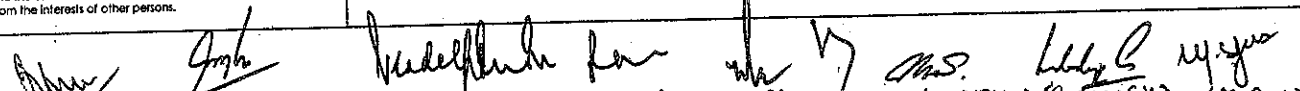
g. Reasons or objects of raising the deposits: Meet short and medium-term finance requirement

h. Credit rating obtained: Name of the Credit Rating Agencies, Rating obtained, meaning of the rating obtained, date on which rating was obtained: Credit rating IND IAA+/Stable reaffirmed on 29.5.2018 by India Ratings & Research Pvt. Ltd., which indicates strong capacity for timely payment of financial commitments.

i. Brief of deposit insurance: Name of the Insurance Company, terms of the insurance coverage, duration of coverage, extent of coverage, procedure for claim in case of default etc.: As per notification no. 551 dated 12.2.2018 issued by Ministry of Corporate Affairs, has been done away the requirement of taking deposit insurance.

j. Short particulars of the charge created or to be created for securing such deposits, if any: Not applicable

k. Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons: There is no specific interest of directors / promoters or KMP in such deposits and interest rates are at par with other depositors.


 (RSN) (AKT) (PD) (AN) (CYP) (LASS) (MSEKI) (S STASH) (M.Dam)

3. DETAILS OF ANY OUTSTANDING DEPOSITS (As on 31.3.2018)

a. Amount Outstanding:	Rs.648.50 Million
b. Date of acceptance:	01.04.2008 to 31.3.2018
c. Total amount accepted:	Rs.648.50 Million
d. Rate of Interest:	7.50% to 11.5% p.a.
e. Total number of depositors:	965 nos.
f. Default, if any, in repayment of deposits and payment of interest thereon. If any, including number of depositors, amount and duration of default involved:	NIL
g. Any waiver by the depositors, of interest accrued on deposits:	NIL

4. FINANCIAL POSITION OF THE COMPANY

a. Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of issue of circular or advertisement:	Financial Year		
	2017-18	2016-17	2015-16
	Mn./Rs.	Mn./Rs.	Mn./Rs.
-Profit before depreciation & Tax	3011.71	2608.23	2238.74
-Profit before Tax	2108.37	1708.80	1311.21
-Profit after tax	1388.82	1180.98	916.32
-Other comprehensive income	15.81	-55.93	-3.45
-Total comprehensive income	1404.63	1125.05	912.87

b. Dividends declared by the company in respect of the said three financial years; Interest coverage ratio for last three years (Cash profit after tax plus interest paid or interest paid)	Financial Year		
	2017-18	2016-17	2015-16
	Mn./Rs.	Mn./Rs.	Mn./Rs.
- Dividend declared inclusive of dividend tax	269.56	189.51	107.72
- Rate of Dividend	100%	70%	40%
- Interest coverage ratio (Times)	13.84	9.37	6.04

c. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement:	PARTICULARS	ASSETS AS AT			PARTICULARS	EQUITY & LIABILITIES AS AT			
		Mn./Rs.	Mn./Rs.	Mn./Rs.			2017-18	31.03.2017	31.3.2016
							Mn./Rs.	Mn./Rs.	Mn./Rs.
	ASSETS				EQUITY & LIABILITIES				
	Non-current assets				Equity				
	a) Property, Plant and Equipment	891.95	5735.03	5943.72	a) Equity Share Capital	223.75	223.75	223.75	
	b) Capital work-in-progress	112.27	93.47	57.09	b) Other Equity	6908.94	7720.09	6729	
	c) Intangible assets	41.74	32.44	21.47		9132.69	7943.84	6953.4	
	d) Financial assets	0.5	0.50	0.50	Liabilities				
	(i) Investment				Non-Current Liabilities				
	(ii) Loans	163.9	144.73	311.56	a) Financial Liabilities	467.96	1205.38	1766.02	
	(iii) Other Financial Assets	718.16	632.49	567.97	(i) Borrowings	316.04	308.46	374.60	
	e) Other non-current asset				b) Provisions	325.89	340.33	347.26	
		6485.74	6438.64	6902.32	c) Deferred tax liabilities (Net)	2.33	1.88	11.86	
					d) Other non-current liabilities	1299.21	1856.05	2499.74	
	Current assets				Current Liabilities				
	a) Inventories	2810.37	2403.82	2089.47	a) Financial Liabilities	414.93	348.46	185.29	
	b) Financial assets	200.34	80.05	175.21	(i) Borrowings	2627.57	2093.20	1878.74	
	(i) Investment	3210.99	2378.09	2225.22	(ii) Trade Payable	910.82	849.79	1074.1	
	(ii) Trade receivables	23.18	20.60	32.23	(iii) Other financial liabilities	411.11	368.05	271.27	
	(iii) Cash and cash equivalents	1788.14	1530.30	971.66	b) Other Current Liabilities	89.04	85.10	53.32	
	(iv) other bank balances			0.03	c) Provisions	22.33		2.94	
	(v) Loans	123.84	163.35	210.38	d) Current tax liabilities (net)				
	(vi) Other Financial Assets		4.37						
	c) Current tax assets net	244.72	325.25	318.79					
	d) Other current assets	8423.64	6905.83	6016.90		4477.50	3744.60	3444.04	
	TOTAL ASSETS	14909.40	13544.47	12919.22	Total Equity and Liabilities	14909.40	13544.49	12919.22	

6. Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.

The company has adopted all the Indian Accounting standards (Ind AS standards) and the adoption was carried out in accordance with Ind AS 101 First Time Adoption of Indian Accounting Standards. The transition was carried out from Indian Generally Accepted Accounting Principles as prescribed under section 133 of the Companies Act, read with rule 7 of the Companies (accounts) Rules 2014 (GAAP). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a reversion to an existing accounting standard requires change in the accounting policy (hitherto in use). The transition to Ind AS was done in accordance with Ind AS 101 having following effect:

- 1) The leasehold land, earlier classified as Fixed Assets as per IGAAP, has been reclassified to other Non-Current Assets as per Ind AS.
- 2) The Company has taken cross currency interest rate swaps on foreign currency borrowings. Under Ind AS, the company has recognised the derivative instruments separately at fair value as financial assets and the foreign currency borrowings have been translated at the closing rates.
- 3) Under previous GAAP, there was no concept of other comprehensive income. Under Ind AS, specified items of income, expenses, gains or losses have been presented in other comprehensive income.

5. A DECLARATION BY THE DIRECTORS THAT

- a. The company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest there on.
- b. The board of directors have satisfied themselves fully with respect to the affairs and prospects of the company and that they are of the opinion that having regard to the estimated future financial position of the company, the company will be able to meet its liabilities as and when they become due and that the company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;
- c. The company has complied with the provisions of the Act and the rules made thereunder.
- d. The compliance with the Act and the rules does not imply that repayment of deposits is guaranteed by the Central Government.
- e. The deposits accepted by the company before the commencement of the Act have been repaid or will be repaid along with interest on due dates and until they are repaid, they shall be treated as unsecured and ranking pari passu with other unsecured liabilities.
- f. In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty.
- g. The deposits shall be used only for the purposes indicated in the Circular or circular in the form of advertisement.
- h. The deposits accepted by the company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank pari passu with other unsecured liabilities of the company.

6. DISCLAIMER

It is to be distinctly understood that filing of circular or circular in form of advertisement with the registrar should not in any way be deemed or construed that the same has been cleared or approved by the Registrar or Central Government. The Registrar or Central Government does not take any responsibility either for the financial soundness of any deposit scheme for which the deposit is being accepted or invited or for the correctness of the statement made or opinion expressed in the circular or circular in the form of advertisement. The depositor should exercise due diligence before investing in the deposit schemes.

This advertisement is issued on the authority and in the name of the Board of Directors of the Company, the text of which was approved by the Board of Directors at their meeting held on July 10, 2018 and a copy signed by the majority of the Directors has been filed with the Registrar of Companies.

By Order of the Board
(R. SRINIVASAN)
 COMPANY SECRETARY

Place: New Delhi
 Date: 10.07.2018

R. Srinivasan
G.S.
K. Srinivasan
M. Srinivasan
M. Srinivasan
M. Srinivasan
M. Srinivasan