

**Compliance Report on Corporate Governance for Quarter ending June' 2020**

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

**2. Quarter Ending: June' 2020**

**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 (No. of Months) | 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 |
|----------------|-------------------------|---------|------------|--|--------------|-----------------------------|---------------------|-------------------|------------------------|---------------|---|--|---|--|
| Mrs.           | Meenakshi Dass          | 524865  | AAJPD9324P | NED  |              | 28-Mar-09                   | 9-Jul-19            |                   |                        | 4-Apr-64      | 1   | NIL  | NIL   | NIL  |
| Mr.            | Pradeep Dinodia         | 27995   | AAFPD2546M | C & NED  |              | 16-May-03                   | 9-Jul-19            |                   |                        | 2-Dec-53      | 3   | 1  | 8   | 5  |
| Mr.            | Hari S. Bhartia         | 10499   | ADRPB6359B | ID   |              | 27-Jan-09                   | 31-Mar-20           |                   | 3                      | 12-Dec-56     | 3   | 1  | NIL   | NIL  |
| Mr.            | Inderdeep Singh         | 173538  | ABEPS1563M | ID   |              | 25-Mar-08                   | 9-Jul-19            |                   | 12                     | 18-Aug-60     | 2   | 1  | 3   | 3  |
| Mr.            | Ashok Kumar Taneja      | 124814  | AACPT6162G | ED   | CEO-MD       | 21-Apr-99                   | 1-Apr-19            |                   |                        | 18-Aug-51     | 1   | NIL  | 1   | NIL  |
| Mr.            | Krishnakumar Srinivasan | 692717  | AKJPS0519B | ED   | MD           | 11-Feb-20                   | 11-Feb-20           |                   |                        | 14-Mar-66     | 1   | NIL  | NIL   | NIL  |
| Mr.            | R. Srinivasan           | 124760  | AAKPR0862M | ED   |              | 1-Feb-01                    | 1-Feb-16            |                   |                        | 17-Sep-52     | 1   | NIL  | NIL   | NIL  |
| Mr.            | Luv D. Shriram          | 51065   | ABBPS9860J | ED   |              | 1-Apr-09                    | 5-May-19            |                   |                        | 2-Aug-72      | 1   | NIL  | NIL   | NIL  |
| Mr.            | Peter Neu               | 324469  | ZZZZZ9999Z | NED  |              | 11-May-06                   | 10-Jul-18           |                   |                        | 31-Oct-59     | 1   | NIL  | NIL   | NIL  |
| Mr.            | Kiyoto Tone             | 8154738 | ZZZZZ9999Z | ID   |              | 22-May-18                   | 9-Jul-19            |                   | 12                     | 3-Apr-61      | 1   | 1  | NIL   | NIL  |
| Mr.            | Alok Ranjan             | 8254398 | ABIPR7744K | ID   |              | 30-Mar-19                   | 30-Mar-19           |                   | 15                     | 9-Mar-56      | 2   | 2  | 2   | NIL  |
| Mrs.           | Ferida Chopra           | 8415847 | AACPC7048L | ID   |              | 30-Mar-19                   | 30-Mar-19           |                   | 15                     | 30-Apr-56     | 1   | 1  | 2   | NIL  |
| Mr.            | Yukio Tanemura          | 8531888 | ZZZZZ9999Z | NED  |              | 27-Jul-19                   | 27-Jul-19           |                   |                        | 2-Nov-56      | 1   | NIL  | NIL   | NIL  |

| Company Remarks                             |     |
|---|-----|
| Whether Regular 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       | Inderdeep Singh      | ID       | Chairperson            | 27-Jun-14        |                |
| 2       | Alok Ranjan          | ID       | Member                 | 10-May-19        |                |
| 3       | Ferida Chopra        | ID       | Member                 | 10-May-19        |                |
| 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       | Inderdeep Singh      | ID       | Chairperson            | 23-Mar-09        |                |
| 2       | Ferida Chopra        | ID       | Member                 | 10-May-19        |                |
| 3       | Pradeep Dinodia      | C & NED  | Member                 | 23-Mar-09        |                |
| 4       | Ashok Kumar Taneja   | ED       | Member                 | 1-Apr-19         |                |

| 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       | Pradeep Dinodia      | C & NED  | Chairperson             | 27-Jun-14        |                |
| 2       | Inderdeep Singh      | ID       | Member                  | 27-Jun-14        |                |
| 3       | Alok Ranjan          | ID       | Member                  | 10-May-19        |                |
| 4       | Meenakshi Dass       | NED      | Member                  | 27-Jun-14        |                |
| 5       | Ashok Kumar Taneja   | ED       | Member                  | 27-Jun-14        |                |
| 6       | Luv D. Shriram       | ED       | Member                  | 27-Jun-14        |                |
| 7       | R. Srinivasan        | 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       | Inderdeep Singh      | ID       | Member                  | 29-Jan-16        |                |
| 2       | Alok Ranjan          | ID       | Member                  | 10-May-19        |                |
| 3       | Pradeep Dinodia      | C & NED  | Member                  | 25-Mar-08        |                |

| Company Remarks  |    |
|--|----|
| Whether Permanent chairperson appointed  | No |
| The Board has, in its meeting held on 25.06.2020, re constituted this Committee and appointed chairman, effective from 01.07.2020. |    |

**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 |
|---|---|-----------------------------------|-----------------------------|---|
| 28-Jan-20   | 29-May-20   | Yes                               | 12                          | 4                                       |
| 10-Feb-20   | 25-Jun-20   | Yes                               | 12                          | 5                                       |

| Company Remarks   |                      |
|---|----------------------|
| Maximum gap between any two consecutive (in number of days) | 109 days and 27 days |

**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       | 28-Jan-20  | 25-Jun-20   | Yes  | 4                           | 3                                       |
|                       |  |   |  |                             |   |

| Company Remarks  |          |
|--|----------|
| Maximum gap between any two consecutive (in number of days) [Only for Audit Committee] | 149 days |

Note:

SEBI, vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated 19.03.2020 has exempted the board of directors and Audit Committee of the listed entity from observing the maximum stipulated time gap between two meetings for the meetings held or proposed to be held between the period December 1, 2019 and June 30, 2020.

| 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 |
|-------------------------------------|--|---|--|-----------------------------|---|
| Nomination & Remuneration Committee | 28-Jan-20  | 29-May-20   | Yes  | 3                           | 2                                       |
|                                     |  | 24-Jun-20   | Yes  | 3                           | 2                                       |

| 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 |
|--------------------------------------|--|---|--|-----------------------------|---|
| Stakeholders' Relationship Committee | 31-Mar-20  | -   | -  | -                           | -                                       |

v. **Related Party Transactions**

| Subject  | Compliance status (Yes/No/NA) | Remarks |
|--|-------------------------------|---------|
| 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 June 2020 shall be placed before Meeting of Board of Directors scheduled to be held in August, 2020.

Sd/-  
**Name:** R. Srinivasan  
**Designation:** Company Secretary