#### Form No. MGT-9

#### **EXTRACT OF ANNUAL RETURN**

#### As on the financial year ended on 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS

i) CIN: L29112DL1963PLC004084

ii) Registration Date: 9th December, 1963

iii) Name of the Company: Shriram Pistons and Rings Limited

iv) Category/ Sub-Category of the Company: Company having Share Capital/ Indian Non-Government Company

v) Address of the Registered Office and contact details:

R. Srinivasan

Joint Managing Director and Company Secretary

Shriram Pistons and Rings Ltd. 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg,

New Delhi – 110001 Ph: +91-11-23315941

Fax: +91-11-23311203

- vi) Whether listed Company (Yes / No): Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any:

Mr. J.K. Singla

M/s Alankit Assignments Limited

205-208, Anarkali Complex, Jhandewalan Extension,

New Delhi- 110055

Ph: +91-11- 42541234

Fax: +91-11- 42541201

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

| S.<br>No. | Name and Description of main products/ services                       | NIC Code of<br>the Product/<br>service | % to total income of the<br>Company |
|-----------|---|--|-------------------------------------|
| 1         | Pistons, Piston Pins, Piston Rings, Engine Valves and Cylinder Liners | 2811                                   | 100%                                |

# III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S.<br>No. | Name and Address of the Company  | CIN/GLN                       | Holding/<br>Subsidiary/<br>Associate | % of shares held | Applicable<br>Section                   |
|-----------|--|-------------------------------|--------------------------------------|------------------|---|
| 1         | SPR International Auto Exports Limited<br>23, Kasturba Gandhi Marg,<br>New Delhi – 110001<br>Ph: +91-11-23315941<br>Fax: +91-11-23311203 | U51909DL2<br>005PLC136<br>329 | Subsidiary<br>Company                | 100              | 2 (87) of the<br>Companies<br>Act, 2013 |

# IV. SHARE HOLDING PATTERN

# i) Category-wise Shareholding of Equity Shareholders:

|  | No. of share | s held at th | e beginning of | the year                | No. of sh   | ares held a | t the end of the | year                    | %                            |
|--|--------------|--------------|----------------|-------------------------|-------------|-------------|------------------|-------------------------|------------------------------|
| Category of<br>Shareholders                            | Demat        | Physical     | Total          | % of<br>total<br>shares | Demat       | Physical    | Total            | % of<br>total<br>shares | change<br>during<br>the year |
| A. Promoters   |              |              |                |                         |             |             |                  |                         |                              |
| (1) Indian   |              |              |                |                         |             |             |                  |                         |                              |
| a) Individual/<br>HUF                                  | 78,75,763    | -            | 78,75,763      | 35.20                   | 78,18,379   | -           | 78,18,379        | 34.94                   | (0.26)                       |
| b) Central<br>Govt                                     | -            | -            | -              | -                       | -           | -           | -                | -                       | -                            |
| c) State Govt<br>(s)                                   | -            | -            | -              | -                       | -           | -           | -                | -                       | -                            |
| d) Bodies<br>Corp.                                     | 27,75,857    | -            | 27,75,857      | 12.41                   | 27,75,857   | -           | 27,75,857        | 12.41                   | -                            |
| e) Banks / Fl  | -            | -            | -              | -                       | -           | -           | -                | -                       | -                            |
| f) Any Other   | -            | -            | -              | -                       | -           | -           | -                | -                       | -                            |
| Sub-total A<br>(1):-                                   | 1,06,51,620  | -            | 1,06,51,620    | 47.61                   | 1,05,94,236 | -           | 1,05,94,236      | 47.35                   | (0.26)                       |
| (2) Foreign  |              |              |                |                         |             |             |                  |                         |                              |
| a) NRIs-<br>Individuals                                | -            | -            | -              | -                       | -           | -           | -                | -                       | -                            |
| b) Other–<br>Individuals                               | -            | -            | -              | -                       | -           | -           | -                | -                       | -                            |
| c) Bodies<br>Corp.                                     | -            | -            | 1              | -                       | -           | -           | -                | -                       | -                            |
| d) Banks / Fl  | -            | -            | -              | -                       | -           | -           | -                | -                       | -                            |
| e) Any Other   | -            | -            | -              | -                       | -           | -           | -                | -                       | -                            |
| Sub-total A<br>(2):-                                   | -            | -            | -              | -                       | -           | -           | -                | -                       | -                            |
| Total<br>shareholding<br>of Promoters<br>A = A(1)+A(2) | 1,06,51,620  | -            | 1,06,51,620    | 47.61                   | 1,05,94,236 | -           | 1,05,94,236      | 47.35                   | (0.26)                       |

|   | No. of share | es held at the | beginning of t | he year                 | No. of sl   | hares held at | the end of the | year                    | %<br>change           |
|---|--------------|----------------|----------------|-------------------------|-------------|---------------|----------------|-------------------------|-----------------------|
| Category of<br>Shareholders   | Demat        | Physical       | Total          | % of<br>total<br>shares | Demat       | Physical      | Total          | % of<br>total<br>shares | during<br>the<br>year |
| B. Public<br>Shareholding   |              |                |                |                         |             |               |                |                         |                       |
| 1. Institutions   |              |                |                |                         |             |               |                |                         |                       |
| a) Mutual<br>Funds  | -            | -              | -              | -                       | -           | -             | -              | -                       | -                     |
| b) Banks / Fl   | -            | -              | -              | -                       | -           | -             | -              | -                       | -                     |
| c) Central<br>Govt  | -            | -              | -              | -                       | -           | -             | -              | -                       | -                     |
| d) State<br>Govt(s)   | -            | -              | -              | -                       | -           | -             | -              | -                       | -                     |
| e) Venture<br>Capital Funds   | -            | -              | -              | -                       | -           | -             | -              | -                       | -                     |
| f) Insurance<br>Companies   | 23,18,758    | -              | 23,18,758      | 10.36                   | 23,18,758   | -             | 23,18,758      | 10.36                   | -                     |
| g) FIIs   | -            | -              | -              | -                       | -           | -             | -              | -                       | -                     |
| h) Foreign<br>Venture<br>Capital Funds  | -            | -              | -              | -                       | -           | -             | -              | -                       | -                     |
| i) Others   | -            | -              | -              | -                       | -           | -             | _              | -                       | -                     |
| Sub-total<br>B(1):-   | 23,18,758    | -              | 23,18,758      | 10.36                   | 23,18,758   | -             | 23,18,758      | 10.36                   | -                     |
| 2. Non-<br>Institution  |              |                |                |                         |             |               |                |                         |                       |
| a) Bodies<br>Corp.  |              |                |                |                         |             |               |                |                         |                       |
| i) Indian   | 8,677        | -              | 8,677          | 0.04                    | 47,619      | -             | 47,619         | 0.21                    | 0.17                  |
| ii)Overseas   | -            | 91,67,031      | 91,67,031      | 40.97                   | -           | 91,67,031     | 91,67,031      | 40.97                   | -                     |
| b) Individuals  |              |                |                |                         |             |               |                |                         |                       |
| i) Individual<br>shareholders<br>holding<br>nominal<br>share capital<br>upto Rs. 1<br>lakh          | 1,34,534     | 17,631         | 1,52,165       | 0.68                    | 1,63,595    | 11,655        | 1,75,250       | 0.79                    | 0.11                  |
| ii) Individual<br>shareholders<br>holding<br>nominal<br>share capital<br>in excess of<br>Rs. 1 lakh | 76,661       | -              | 76,661         | 0.34                    | 72,018      | -             | 72,018         | 0.32                    | (0.02)                |
| c) Others   | -            | -              | -              | -                       | -           | -             | -              | -                       | -                     |
| Sub-total<br>B(2):-   | 2,19,872     | 91,84,662      | 94,04,534      | 42.03                   | 2,83,232    | 91,78,686     | 94,61,918      | 42.29                   | 0.26                  |
| Total Public<br>Shareholding<br>B=B(1)+ B(2)  | 25,38,630    | 91,84,662      | 1,17,23,292    | 52.39                   | 26,01,990   | 91,78,686     | 1,17,80,676    | 52.65                   | 0.26                  |
| C. Shares<br>held by<br>Custodian for<br>GDRs & ADRs  | -            | -              | -              | -                       | -           | -             | -              | -                       | -                     |
| Grand Total<br>(A+B+C)  | 1,31,90,250  | 91,84,662      | 2,23,74,912    | 100.00                  | 1,31,96,226 | 91,78,686     | 2,23,74,912    | 100.00                  | -                     |

# ii) Category-wise Shareholding of Preference Shareholders:

| Category of                                      | No. of sh | ares held at<br>ye | _     | nning of the      | No. o | of shares held | at the end of t | he year           | % change        |
|--|-----------|--------------------|-------|-------------------|-------|----------------|-----------------|-------------------|-----------------|
| Shareholders                                     | Demat     | Physical           | Total | % of total shares | Demat | Physical       | Total           | % of total shares | during the year |
| A. Promoters                                     |           |                    |       |                   |       |                |                 |                   |                 |
| (1) Indian                                       |           |                    |       |                   |       |                |                 |                   |                 |
| a) Individual/HUF                                | -         | -                  | -     | -                 | -     | 23,08,560      | 23,08,560       | 79.998            | 79.998          |
| b) Central Govt                                  | -         | -                  | -     | -                 | -     | -              | -               | -                 | -               |
| c) State Govt (s)                                | -         | -                  | -     | -                 | -     | -              | -               | -                 | -               |
| d) Bodies Corp.                                  | -         | -                  | -     | -                 | -     | -              | -               | -                 | -               |
| e) Banks / Fl                                    | -         | -                  | -     | -                 | -     | -              | -               | -                 | -               |
| f) Any Other                                     | -         | -                  | -     | -                 | -     | -              | -               | -                 | -               |
| Sub-total A (1):-                                | -         | -                  | -     | -                 | -     | 23,08,560      | 23,08,560       | 79.998            | 79.998          |
| (2) Foreign                                      |           |                    |       |                   |       |                |                 |                   |                 |
| a) NRIs-Individuals                              | -         | -                  | -     | -                 | -     | -              | -               | -                 | -               |
| b) Other-Individuals                             | -         | -                  | -     | -                 | -     | -              | -               | -                 | -               |
| c) Bodies Corp.                                  | -         | -                  | -     | -                 | -     | -              | -               | -                 | -               |
| d) Banks / Fl                                    | -         | -                  | -     | -                 | -     | -              | -               | -                 | -               |
| e) Any Other                                     | -         | -                  | -     | -                 | -     | -              | -               | -                 | -               |
| Sub-total A (2):-                                | -         | -                  | -     | -                 | -     | -              | -               | -                 | -               |
| Total shareholding of<br>Promoters A = A(1)+A(2) | -         | -                  | -     | -                 | -     | 23,08,560      | 23,08,560       | 79.998            | 79.998          |

Note:

The Hon'ble National Company Law Tribunal ("NCLT"), vide its order dated 05.03.2019, approved the Scheme of Amalgamation ("Scheme") of Shriram Automotive Products Ltd. ("SAPL") with the Company. Accordingly, the Company has issued 28,85,760 Nos. 4.2% fully paid up Non Participating, Redeemable, Non- Convertible, Cumulative Preference Shares of Rs. 100/- each as part consideration, out of which 23,08,560 Nos. shares have been allotted to Promoters of the Company, being the shareholders of SAPL.

|  | No. of sh | nares held a |       | inning of               | No. of sho | ares held at th | ne end of the | year              | % change           |
|--|-----------|--------------|-------|-------------------------|------------|-----------------|---------------|-------------------|--------------------|
| Category of<br>Shareholders  | Demat     | Physical     | Total | % of<br>total<br>shares | Demat      | Physical        | Total         | % of total shares | during the<br>year |
| B. Public<br>Shareholding  |           |              |       |                         |            |                 |               |                   |                    |
| 1. Institutions  |           |              |       |                         |            |                 |               |                   |                    |
| a) Mutual Funds  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| b) Banks / Fl  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| c) Central Govt  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| d) State Govt(s)   | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| e) Venture<br>Capital Funds  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| f) Insurance<br>Companies  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| g) FIIs  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| h) Foreign<br>Venture Capital<br>Funds   | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| i) Others  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| Sub-total B(1):-   | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| 2. Non-Institution   |           |              |       |                         |            |                 |               |                   |                    |
| a) Bodies Corp.  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| i) Indian  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| ii)Overseas  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| b) Individuals   | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| i) Individual<br>shareholders<br>holding nominal<br>share capital<br>upto Rs. 1 lakh             | -         | -            | -     | -                       | -          | 48              | 48            | 0.002             | 0.002              |
| ii) Individual<br>shareholders<br>holding nominal<br>share capital in<br>excess of Rs. 1<br>lakh | -         | -            | -     | -                       | -          | 5,77,152        | 5,77,152      | 20.00             | 20.00              |
| c) Others  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| Sub-total B(2):-   | -         | -            | -     | -                       | -          | 5,77,200        | 5,77,200      | 20.002            | 20.002             |
| Total Public<br>Shareholding<br>B=B(1)+ B(2)   | -         | -            | ı     | -                       | -          | 5,77,200        | 5,77,200      | 20.002            | 20.002             |
| C. Shares held<br>by Custodian for<br>GDRs & ADRs  | -         | -            | -     | -                       | -          | -               | -             | -                 | -                  |
| Grand Total<br>(A+B+C)   | -         | -            | -     | -                       | -          | 28,85,760       | 28,85,760     | 100.00            | 100.00             |

#### Note:

The Hon'ble National Company Law Tribunal ("NCLT"), vide its order dated 05.03.2019, approved the Scheme of Amalgamation ("Scheme") of Shriram Automotive Products Ltd. ("SAPL") with the Company. Accordingly, the Company has issued 28,85,760 Nos. 4.2% fully paid up Non Participating, Redeemable, Non- Convertible, Cumulative Preference Shares of Rs. 100/- each as part consideration, out of which 5,77,200 Nos. shares have been allotted to public, being the shareholders the SAPL.

# iii) Shareholding of Promoters: Equity Shares

|           |  | Shareholdin      | g at the begi<br>year                     | nning of the  | Sharehold        | ing at the en                             | d of the year                                   | %<br>change                                     |
|-----------|--|------------------|---|---|------------------|---|---|---|
| S.<br>No. | Name of<br>Shareholders                          | No. of<br>Shares | % of total<br>Shares of<br>the<br>Company | % of<br>Shares<br>Pledged/<br>encumber<br>ed to total<br>shares | No. of<br>Shares | % of total<br>Shares of<br>the<br>Company | % of Shares Pledged/ encumbered to total shares | in<br>shareh<br>olding<br>during<br>the<br>year |
| 1         | Smt. Meenakshi<br>Dass & Shri Luv D.<br>Shriram* | 33,35,668        | 14.91                                     | -   | 33,35,668        | 14.91                                     | -   | -   |
| 2         | Shri Luv D.<br>Shriram & Smt.<br>Meenakshi Dass* | 33,35,668        | 14.91                                     | -   | 33,35,668        | 14.91                                     | -   | -   |
| 3         | Smt. Meenakshi<br>Dass                           | 12,03,484        | 5.38                                      | -   | 11,46,100        | 5.12                                      | (57,384)  | (0.26)  |
| 4         | Ms. Nandishi<br>Shriram                          | 943              | 0.004                                     | -   | 943              | 0.004                                     | -   | -   |
| 5         | Sarva<br>Commercial Pvt.<br>Ltd.                 | 10,62,561        | 4.75                                      | -   | 10,62,561        | 4.75                                      | -   | -   |
| 6         | Sera Com Pvt.<br>Ltd                             | 9,46,040         | 4.23                                      | -   | 9,46,040         | 4.23                                      | -   | -   |
| 7         | Manisha<br>Commercial Pvt.<br>Ltd                | 6,64,936         | 2.97                                      | -   | 6,64,936         | 2.97                                      | -   | -   |
| 8         | Shabnam<br>Commercial Pvt.<br>Ltd                | 1,02,320         | 0.46                                      | -   | 1,02,320         | 0.46                                      | -   | -   |
|           | Total  | 1,06,51,620      | 47.61                                     | -   | 1,05,94,236      | 47.35                                     | -   | (0.26)  |

#### Note:

# iv) Shareholding of Promoters: Preference Shares

|               |   | Sharehol         | ding at the beg                           | ginning of the   | Shareho          | ding at the en                            | d of the year                                   |  |  |
|---------------|---|------------------|---|--|------------------|---|---|--|--|
| S.<br>N<br>o. | Name of<br>Shareholders                                     | No. of<br>Shares | % of total<br>Shares of<br>the<br>Company | % of Shares<br>Pledged/<br>encumbere<br>d to total<br>shares | No. of<br>Shares | % of total<br>Shares of<br>the<br>Company | % of Shares Pledged/ encumbered to total shares | % change in shareholding during the year |  |
| 1             | Shri Luv Deepak<br>Shriram and Shri Kush<br>Deepak Shriram* | -                | -   | -  | 23,08,488        | 79.995                                    | -   | 79.995                                   |  |
| 2             | Smt. Meenakshi Dass   | -                | -   | -  | 24               | 0.001                                     | -   | 0.001                                    |  |
| 3             | Ms. Nandishi Shriram  | -                | -   | -  | 24               | 0.001                                     | -   | 0.001                                    |  |
| 4             | Shri Luv Deepak<br>Shriram                                  | -                | -   | -  | 24               | 0.001                                     | -   | 0.001                                    |  |
|               | Total   | -                | -   | -  | 23,08,560        | 79.998                                    | -   | 79.998                                   |  |

#### Note:

<sup>\*</sup> Shares held as Trustees on behalf of Deepak Shriram Family Benefit Trust.

<sup>\*</sup> Shares held as Trustees on behalf of NAK Benefit Trust.

# v) Change in Promoters' Shareholding:

|           |                            |                            | ding at the<br>of the year                          |            |                   |                            | Decrease in eholding                    | Shareholdir                | ulative<br>ng during the<br>ear         |
|-----------|----------------------------|----------------------------|---|------------|-------------------|----------------------------|---|----------------------------|---|
| S.<br>No. | Name of the<br>Shareholder | No. of<br>Equity<br>Shares | % of Total<br>Equity<br>Shares of<br>the<br>Company | Date       | Reason            | No. of<br>Equity<br>Shares | % of Total Equity Shares of the Company | No. of<br>Equity<br>Shares | % of Total Equity Shares of the Company |
| 1         |                            | 12,03,484                  | 5.38  | 11-04-2018 |                   | 615                        | 0.003                                   | 12,02,869                  | 5.38                                    |
| 2         |                            |                            |   | 12-04-2018 |                   | 242                        | 0.001                                   | 12,02,627                  | 5.37                                    |
| 3         |                            |                            |   | 13-04-2018 |                   | 1,301                      | 0.006                                   | 12,01,326                  | 5.37                                    |
| 4         |                            |                            |   | 16-04-2018 |                   | 30                         | 0.0001                                  | 12,01,296                  | 5.37                                    |
| 5         |                            |                            |   | 28-05-2018 |                   | 983                        | 0.004                                   | 12,00,313                  | 5.36                                    |
| 6         |                            |                            |   | 30-05-2018 |                   | 597                        | 0.003                                   | 11,99,716                  | 5.36                                    |
| 7         |                            |                            |   | 31-05-2018 |                   | 99                         | 0.0004                                  | 11,99,617                  | 5.36                                    |
| 8         | Smt.                       |                            |   | 01-06-2018 | Sale of<br>Shares | 221                        | 0.001                                   | 11,99,396                  | 5.36                                    |
| 9         | Meenakshi<br>Dass          |                            |   | 08-06-2018 | Sildies           | 1                          | 0.000004                                | 11,99,395                  | 5.36                                    |
| 10        | DG33                       |                            |   | 03-09-2018 |                   | 7,053                      | 0.032                                   | 11,92,342                  | 5.33                                    |
| 11        |                            |                            |   | 04-09-2018 |                   | 4,435                      | 0.020                                   | 11,87,907                  | 5.31                                    |
| 12        |                            |                            |   | 05-09-2018 |                   | 3,514                      | 0.016                                   | 11,84,393                  | 5.29                                    |
| 13        |                            |                            |   | 06-09-2018 |                   | 5,568                      | 0.025                                   | 11,78,825                  | 5.27                                    |
| 14        |                            |                            |   | 07-09-2018 |                   | 4,133                      | 0.018                                   | 11,74,692                  | 5.25                                    |
| 15        |                            |                            |   | 18-09-2018 |                   | 9,015                      | 0.040                                   | 11,65,677                  | 5.21                                    |
| 16        |                            |                            |   | 19-09-2018 |                   | 9,433                      | 0.042                                   | 11,56,244                  | 5.17                                    |
| 17        |                            |                            |   | 21-09-2018 |                   | 9,890                      | 0.044                                   | 11,46,354                  | 5.12                                    |
| 18        |                            |                            |   | 20-03-2019 |                   | 254                        | 0.001                                   | 11,46,100                  | 5.12                                    |

In addition to the above, on 30.03.2019, Smt. Meenakshi Dass was allotted 24 Nos. (0.001%), 4.2% fully paid up Non Participating, Redeemable, Non- Convertible, Cumulative Preference Shares of Rs. 100/- each redeemable at par during the year as part consideration of the Scheme of Amalgamation of Shriram Automotive Products Limited with the Company approved by the Hon'ble NCLT.

# vi) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

|           |  | Shareholding at the b | peginning of the year            | _              | s during the<br>year                      |                | ling at the<br>he year                    |
|-----------|--|-----------------------|----------------------------------|----------------|---|----------------|---|
| S.<br>No. | Name of Shareholders   | Nos. of shares        | % of total shares of the Company | Nos. of shares | % of total<br>shares of<br>the<br>Company | Nos. of shares | % of total<br>shares of<br>the<br>Company |
| 1         | Riken Corporation  | 46,92,057             | 20.97                            | -              | -   | 46,92,057      | 20.97                                     |
| 2         | KS Kolbenschmidt GmbH  | 44,74,974             | 20.00                            | -              | -   | 44,74,974      | 20.00                                     |
| 3         | National Insurance<br>Company Ltd  | 14,27,232             | 6.38                             | -              | -   | 14,27,232      | 6.38                                      |
| 4         | Life Insurance<br>Corporation of India   | 8,91,526              | 3.98                             | -              | -   | 8,91,526       | 3.98                                      |
| 5         | M/s. Gurgaon Infospace<br>Limited*   | -                     | -                                | 41,540         | 0.19                                      | 41,540         | 0.19                                      |
| 6         | Shri Vijay Kumar<br>Sindhwani<br>(as Trustee of Chinar<br>Trust)*                              | 40,226                | 0.18                             | (16,817)       | (0.08)                                    | 23,409         | 0.10                                      |
| 7         | Shri Subodh Varma and<br>Shri Vijay Kumar<br>Sindhwani<br>(as Trustees of<br>Mansarover Trust) | 21,683                | 0.10                             | -              | -   | 21,683         | 0.10                                      |
| 8         | Ms. Varsha Rajnikant<br>Sanghvi*   | 12                    | 0.0001                           | 12,114         | 0.0499                                    | 12,126         | 0.05                                      |
| 9         | M/s Mahodari Realty and<br>Trade Ventures LLP*   | -                     | -                                | 10,000         | 0.04                                      | 10,000         | 0.04                                      |
| 10        | Shri Deepak Wahal  | 9,000                 | 0.04                             | -              | -   | 9,000          | 0.04                                      |

Note:

# vii) Shareholding of Directors and Key Managerial Personnel: Equity Shares

|        |   |                   | ding at the<br>of the year             | _                 | during the<br>ear                         |                   | Shareholding at the end of the year       |  |  |
|--------|---|-------------------|--|-------------------|---|-------------------|---|--|--|
| S. No. | Name of Shareholders                            | Nos. of<br>shares | % of total<br>shares of the<br>Company | Nos. of<br>shares | % of total<br>shares of<br>the<br>Company | Nos. of<br>shares | % of total<br>shares of<br>the<br>Company |  |  |
| 1      | Smt. Meenakshi Dass and Shri Luv<br>D. Shriram* | 33,35,668         | 14.91                                  | -                 | -   | 33,35,668         | 14.91                                     |  |  |
| 2      | Shri Luv D. Shriram and Smt.<br>Meenakshi Dass* | 33,35,668         | 14.91                                  | -                 | -   | 33,35,668         | 14.91                                     |  |  |
| 3      | Smt. Meenakshi Dass                             | 12,03,484         | 5.38                                   | (57,384)#         | (0.26)                                    | 11,46,100         | 5.12                                      |  |  |
| 4      | Shri Ashok Kumar Taneja                         | 48                | 0.0002                                 | -                 | -   | 48                | 0.0002                                    |  |  |
| 5      | Smt. Usha Srinivasan & Shri R.<br>Srinivasan    | 3,236             | 0.014                                  | -                 | -   | 3,236             | 0.014                                     |  |  |
| 6      | Shri Naveen Agarwal                             | 3                 | 0.00002                                | -                 | -   | 3                 | 0.00002                                   |  |  |
| O      | Smt. Vandana Agarwal and Shri<br>Naveen Agarwal | 1                 | 0.00002                                | -                 | -   | 1                 | 0.00002                                   |  |  |

Notes:

<sup>\*</sup>The shares of the Company are traded on daily basis and hence the datewise increase/decrease in shareholding is not indicated.

<sup>\*</sup> Shares held as Trustees of Deepak Shriram Family Benefit Trust.

<sup>#</sup>Date-wise Increase/ Decrease in shareholding and reason of the same are given in point (v) – Change in Promoters' shareholding above.

### viii) Shareholding of Directors and Key Managerial Personnel: Preference Shares

|        |  | Shareholding at the beginning of the year |  | •              | during the                                | Shareholding at the end of the year |                                  |
|--------|--|---|--|----------------|---|-------------------------------------|----------------------------------|
| S. No. | Name of Shareholders                                     | Nos. of shares                            | % of total<br>shares of the<br>Company | Nos. of shares | % of total<br>shares of<br>the<br>Company | Nos. of shares                      | % of total shares of the Company |
| 1      | Shri Luv Deepak Shriram and Shri Kush<br>Deepak Shriram* | -   | -                                      | 23,08,488      | 79.995                                    | 23,08,488                           | 79.995                           |
| 2      | Shri Luv Deepak Shriram                                  | =   | =                                      | 24             | 0.001                                     | 24                                  | 0.001                            |
| 3      | Smt. Meenakshi Dass                                      | -   | -                                      | 24             | 0.001                                     | 24                                  | 0.001                            |

Notes:

The Hon'ble National Company Law Tribunal ("NCLT"), vide its order dated 05.03.2019, approved the Scheme of Amalgamation ("Scheme") of Shriram Automotive Products Ltd. ("SAPL") with the Company. Accordingly, the Company has issued 28,85,760 Nos. 4.2% fully paid up Non Participating, Redeemable, Non- Convertible, Cumulative Preference Shares of Rs. 100/- each as part consideration, out of which 23,08,536 Nos. shares have been allotted to the Directors and KMP of the Company, being the shareholders of SAPL.

\* Shares held as Trustees of NAK Benefit Trust.

#### V. INDEBTEDNESS

# Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs./ Million)

| Particulars   | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total<br>Indebtedness |  |
|---|----------------------------------|-----------------|----------|-----------------------|--|
| Indebtedness at the beginning of the financial year |                                  |                 |          |                       |  |
| i) Principal Amount                                 | 948.91                           | 200.00          | 645.56   | 1794.47               |  |
| ii) Interest due but not paid                       | -                                | -               | -        | -                     |  |
| iii) Interest accrued but not due                   | 9.27                             | 0.14            | 69.61    | 79.02                 |  |
| Total (i+ii+iii)                                    | 958.18                           | 200.14          | 715.17   | 1873.49               |  |
| Change in Indebtedness during the financial year    |                                  |                 |          | -                     |  |
| ·Addition   |                                  |                 |          | -                     |  |
| ·Reduction  | (613.38)                         | (200.14)        | (40.37)  | (853.89)              |  |
| Net Change  | (613.38)                         | (200.14)        | (40.37)  | (853.89)              |  |
| Indebtedness at the                                 |                                  |                 |          | -                     |  |
| end of the financial year                           |                                  |                 |          | -                     |  |
| i) Principal Amount                                 | 341.24                           | -               | 624.38   | 965.62                |  |
| ii) Interest due but not paid                       | -                                | -               | -        | -                     |  |
| iii) Interest accrued but not due                   | 3.56                             | -               | 50.42    | 53.98                 |  |
| Total (i+ii+iii)                                    | 344.80                           | 0.00            | 674.80   | 1019.60               |  |

# VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

# A. Remuneration to Managing Director and Whole-time Directors:

(Rs./Million)

|           | Particulars                              | Shri A.K. Taneja Shri R. Srinivasan Shri Luv D. Shriram |  | Shri Luv D. Shriram |        |
|-----------|--|---|--|---------------------|--------|
| S.<br>No. |  | Managing<br>Director & CEO                              | Joint Managing Director<br>& Company Secretary | Whole Time Director | Total  |
| 1         | Gross Salary                             |   |  |                     |        |
| a)        | Salary                                   | 6.00  | 4.80   | 5.95                | 16.75  |
| b)        | Value of Perquisites                     | 4.95  | 3.58   | 3.38                | 11.92  |
| c)        | Profit in lieu of salary                 | -   | -  | -                   | -      |
| 2         | Stock Option                             | -   | -  | -                   | -      |
| 3         | Sweat Equity                             | -   | -  | -                   | -      |
| 4         | Commission (as %age of profit)           | 30.62   | 22.96  | 26.02               | 79.60  |
| 5         | Others - Company's contribution to funds | 1.91  | 1.53   | 0.002               | 3.44   |
|           | Total A                                  | 43.48   | 32.87  | 35.35               | 111.71 |
|           | Ceiling as per the Act                   | 111.40  | 111.40   | 111.40              | 222.79 |

# B. Remuneration to other Directors:

(Rs./ Million)

| 1. Independent Directors:  |              |                   |        |
|--|--------------|-------------------|--------|
| Name of Independent Directors:   | Sitting Fees | Profit Commission | Total  |
| Smt. Ferida Chopra   | 0.10         | 0.20              | 0.30   |
| Shri Ravinder Narain   | 0.75         | 1.18              | 1.93   |
| Shri C.Y. Pal  | 0.80         | 1.18              | 1.98   |
| Shri Alok Ranjan   | 0.10         | 0.20              | 0.30   |
| Shri Inderdeep Singh   | 0.80         | 1.18              | 1.98   |
| Shri Kiyoto Tone   | 0.35         | 1.18              | 1.53   |
| Total (B1)   | 2.90         | 5.12              | 8.02   |
| 2. Other Non-Executive Directors:  |              |                   |        |
| Name of Non-Executive Director   | Sitting Fees | Profit Commission | Total  |
| Shri Pradeep Dinodia   | 0.95         | 13.37             | 14.32  |
| Shri Hari S. Bhartia   | 0.10         | 0.20              | 0.30   |
| Smt. Meenakshi Dass  | 0.60         | 1.18              | 1.78   |
| Dr. Peter Neu  | 0.15         | 1.18              | 1.33   |
| Shri Ralf Buschbeck<br>(Alternate Director to Dr. Peter Neu)                     | 0.10         | -                 | 0.10   |
| Shri M. Sekimoto   | 0.30         | 1.18              | 1.48   |
| Shri Noritada Okano<br>(Alternate Director to Shri M. Sekimoto)                  | -            | -                 | -      |
| Total (B2)   | 2.20         | 17.11             | 19.31  |
| Total Remuneration paid to Independent and Other Non-Executive Directors (B1+B2) | 5.10         | 22.23             | 27.33  |
| Total Managerial Remuneration (A+B)  | -            | -                 | 139.04 |
| Overall ceiling as per the Act   | -            | 22.28             | -      |

# C. Remuneration to Key Managerial Personnel other than MD/ WTD:

(Rs./ Million)

| S. No. | Particulars                              | Shri Naveen Agarwal         | Shri Vinod Raheja       | Total |  |
|--------|--|-----------------------------|-------------------------|-------|--|
|        |  | Alternate Company Secretary | Chief Financial Officer |       |  |
| 1      | Gross Salary                             |                             |                         |       |  |
| a)     | Salary                                   | 2.88                        | 2.52                    | 5.4   |  |
| b)     | Value of Perquisites                     | 2.00                        | 1.83                    | 3.83  |  |
| C)     | Profit in lieu of salary                 | -                           | -                       | -     |  |
| 2      | Stock Option                             | -                           | -                       | -     |  |
| 3      | Sweat Equity                             | -                           | -                       | -     |  |
| 4      | Commission (as %age of profit)           | 9.23                        | 6.15                    | 15.38 |  |
| 5      | Others - Company's contribution to funds | 0.88                        | 0.79                    | 1.67  |  |
|        | Total                                    | 14.99                       | 11.29                   | 26.28 |  |

# VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

| Туре                         | Section of<br>the<br>Companies<br>Act                         | Brief<br>Description | Details of<br>Penalty/<br>Punishment/<br>Compounding<br>fees imposed | Authority<br>[RD /<br>NCLT/<br>COURT] | Appeal<br>made,<br>if any<br>(give<br>Details) |
|------------------------------|---|----------------------|--|---------------------------------------|--|
| A. COMPANY                   |   |                      |  |                                       |  |
| Penalty                      |   |                      |  |                                       |  |
| Punishment                   | No such penalty was imposed on the Company during 2018-19.    |                      |  |                                       |  |
| Compounding                  |   |                      |  |                                       |  |
| B. DIRECTORS                 |   |                      |  |                                       |  |
| Penalty                      | No such penalty was imposed on the Directors during 2018-19.  |                      |  |                                       |  |
| Punishment                   |   |                      |  |                                       |  |
| Compounding                  |   |                      |  |                                       |  |
| C. OTHER OFFICERS IN DEFAULT |   |                      |  |                                       |  |
| Penalty                      |   | _                    | _  |                                       |  |
| Punishment                   | No such penalty was imposed on other Officers during 2018-19. |                      |  |                                       |  |
| Compounding                  |   |                      |  |                                       |  |