

Compliance Report on Corporate Governance for Quarter ending March' 2018

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

2. Quarter Ending: March' 2018

I. Composition of Board of Directors								
Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term/cessation	Tenure of Independent Director	Number of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mrs.	Meenakshi Dass	AAJPD9324P/00524865	Non Executive Director	25.06.2016	NA	1	NIL	NIL
Mr.	Pradeep Dinodia	AAFPD2546M/00027995	Chairperson - Non Executive Director	07.07.2017	NA	5	3	6
Mr.	Hari S. Bhartia	ADRPB6359B/00010499	Non Executive Director	26.06.2015	NA	4	NIL	NIL
Mr.	Ravinder Narain	AABPN8379C/00059197	Independent Director	29.07.2014	3 Years 8 months	3	2	NIL
Mr.	C.Y. Pal	AAAPP6306L/00106536	Independent Director	29.07.2014	3 Years 8 months	2	1	1
Dr.	Alexander Sagel	NA/06748776	Non Executive Director	25.06.2016	NA	1	NIL	NIL
Mr.	M. Sekimoto	NA/00452082	Non Executive Director	07.07.2017	NA	1	NIL	NIL
Mr.	Inderdeep Singh	ABEPS1563M/00173538	Independent Director	29.07.2014	3 Years 8 months	2	NIL	3
Mr.	Toru Suzuki	NA/07166793	Independent Director (Director appointed in casual vacancy)	30.04.2015	2 Years & 11 Months	1	NIL	NIL
Mr.	A. K. Taneja	AACPT6162G/00124814	Executive Director	01.04.2014	NA	1	1	NIL
Mr.	R. Srinivasan	AAKPR0862M/00124760	Executive Director	01.02.2016	NA	1	NIL	NIL
Mr.	Luv D. Shriram	ABBPS9860J/00051065	Executive Director	05.05.2014	NA	1	NIL	NIL

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	Mr. Inderdeep Singh	Chairman - Independent Director
	Mr. Ravinder Narain	Independent Director
	Mr. C.Y. Pal	Independent Director
	Mr. Pradeep Dinodia	Non Executive Director
2. Nomination & Remuneration Committee	Mr. Ravinder Narain	Chairman - Independent Director
	Mr. Inderdeep Singh	Independent Director
	Mr. C.Y. Pal	Independent Director
	Mr. Pradeep Dinodia	Non Executive Director
3. Risk Management Committee (Although formation of this committee is not applicable on our company, yet we have formed this committee)	Mr. Pradeep Dinodia	Chairman - Non-Executive Director
	Mr. C.Y. Pal	Independent Director
	Mr. Inderdeep Singh	Independent Director
	Mr. A.K. Taneja	Executive Director
	Mr. R. Srinivasan	Executive Director
	Mr. Luv D. Shriram	Executive Director
4. Stakeholders' Relationship Committee	Mr. Inderdeep Singh	Chairman - Independent Director
	Mr. Pradeep Dinodia	Non Executive Director

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of the Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
28th October, 2017	03rd February, 2018 and 31st March, 2018	98 days and 56 days

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee: 03rd February, 2018 and 31st March, 2018	Yes. All members of the Committee attended the meetings held on 03.02.2018 and 31.03.2018.	28th October, 2017	98 days and 56 days

V. RELATED PARTY TRANSACTIONS	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. We hereby confirm as under:

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders' Relationship Committee
 - Risk Management Committee (Although formation of this committee is not applicable on our company, yet we have formed this committee)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report shall be placed before Board of Directors in their meeting scheduled to be held on 22nd May, 2018.

Sd/-
(Naveen Agarwal)
Alternate Company Secretary

Corporate Governance Report for six months ended September 2017

I Affirmations

Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
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*
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

* Note:

1. Shri Inderdeep Singh attended the AGM on behalf of Shri Ravinder Narain, Chairman of Nomination and Remuneration Committee, as authorised by the Board in its meeting held on 30th July, 2016.

Sd/-
(Naveen Agarwal)
Alternate Company Secretary

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	NA
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

II Annual Affirmations		
Particulars	Regulation Number	Compliance status
Independent director(s) have been appointed in Board composition	16(1)(b) & 25(6) 17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes

Particulars	Regulation Number	Compliance status
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholders' Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes

Particulars	Regulation Number	Compliance status
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N.A
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes

Particulars	Regulation Number	Compliance status
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct	26(3)	Yes
Disclosure of Shareholding by Non-Executive	26(4)	Yes
Policy with respect to Obligations of directors	26(2) & 26(5)	Yes
III Affirmations:		
Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity are not applicable on our Company.		
Sd/- (Naveen Agarwal) Alternate Company Secretary		