

**Compliance Report on Corporate Governance for Quarter ending March' 2017**

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

2. Quarter Ending: March' 2017

**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	AAFDP2546M/00027995	Chairperson - Non Executive Director	29.07.2014	NA	5	4	5
Mr.	Hari S. Bhartia	ADRPB6359B/00010499	Non Executive Director	26.06.2015	NA	5	NIL	NIL
Mr.	Ravinder Narain	AABPN8379C/00059197	Independent Director	29.07.2014	2 Years 8 months	4	3	1
Mr.	C.Y. Pal	AAAPP6306L/00106536	Independent Director	29.07.2014	2 Years 8 months	3	2	2
Dr.	Alexander Sagel	NA/06748776	Non Executive Director	25.06.2016	NA	1	NIL	NIL
Mr.	M. Sekimoto	NA/00452082	Non Executive Director	26.06.2015	NA	1	NIL	NIL
Mr.	Inderdeep Singh	ABEPS1563M/00173538	Independent Director	29.07.2014	2 Years 8 months	2	NIL	3
Mr.	Toru Suzuki	NA/07166793	Independent Director (Director appointed in casual vacancy)	30.04.2015	1 Year & 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	ABBP59860J/00051065	Executive Director	05.05.2014	NA	1	NIL	NIL
Dr.	Peter Neu	NA/00324469	Non Executive Director (Alternate Director)	30.10.2013	NA	1	NIL	NIL
Mr.	Noritada Okano	NA/02005759	Non Executive Director (Alternate Director)	30.10.2015	NA	1	NIL	NIL

**II. Composition of Committees**

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
<b>1. Audit Committee</b>	Mr. Inderdeep Singh	Chairman - Independent Director
	Mr. Ravinder Narain	Independent Director
	Mr. C.Y. Pal	Independent Director
	Mr. Pradeep Dinodia	Non Executive Director
<b>2. Nomination &amp; Remuneration Committee</b>	Mr. Ravinder Narain	Chairman - Independent Director
	Mr. Inderdeep Singh	Independent Director
	Mr. C.Y. Pal	Independent Director
	Mr. Pradeep Dinodia	Non Executive Director
<b>3. Risk Management Committee</b> (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
<b>4. Stakeholders' Relationship Committee</b>	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)
05th November, 2016	04th February, 2017 & 25th March, 2017	91 days & 49 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
<b>Audit Committee:</b> 04th February, 2017	Yes. Chairman of the meeting and all members attended the meeting held on 04th February, 2017	05th November, 2016	91 days
25th March, 2017	Yes. Chairman of the meeting and all members attended the meeting held on 25th March, 2017		49 days
<b>Corporate Social Responsibility (CSR) Committee:</b> 24th March, 2017	Yes. Chairman of the meeting and all other members except Smt. Meenakshi Dass and Shri Luv D. Shriram attended the meeting held on 24th March, 2017	19th October, 2016	Not applicable

**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 12th May, 2017.

Sd/-  
(R. Srinivasan)  
Company Secretary

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

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>	
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	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
Independent director(s) have been appointed in	16(1)(b) & 25(6)	Yes
Board composition	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
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration	19(1) & (2)	Yes
Composition of Stakeholders' Relationship	20(1) & (2)	Yes
Composition and role of risk management	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
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	24(1)	N.A
Other Corporate Governance requirements	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
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
<b>III Affirmations:</b>		
Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity are		
<p><b>Sd/-</b>  <b>(R. Srinivasan)</b>  <b>Company Secretary &amp; Compliance Officer</b></p>		