

**Compliance Report on Corporate Governance for Quarter ending June' 2018**

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

**2. Quarter Ending: June' 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	4
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 11 months	3	2	NIL
Dr.	Peter Neu	NA/00324469	Non Executive Director	22.05.2018	NA	1	NIL	NIL
Mr.	C.Y. Pal	AAAPP6306L/00106536	Independent Director	29.07.2014	3 Years 11 months	2	1	1
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 11 months	2	NIL	3
Mr.	Kiyoto Tone	NA/08154738	Independent Director	22.05.2018	1 Month	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

**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)
03rd February, 2018 and 31st March, 2018	22nd May, 2018	56 days and 52 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> 22nd May, 2018	Yes. All members of the Committee except Shri C.Y. Pal attended the meeting held on 22.05.2018	03rd February, 2018 and 31st March, 2018	56 days and 52 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
- 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 04th August, 2018.

Sd/-  
(R. Srinivasan)  
Company Secretary