

Compliance Report on Corporate Governance for Quarter ending March' 2019

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

2. Quarter Ending: March' 2019

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	10.07.2018	NA	3	NIL	NIL
Ms.	Ferida Chopra	AACPC7048L/0008415847	Independent Director	30.03.2019	1 Day	1	NIL	NIL
Mr.	Ravinder Narain	AABPN8379C/00059197	Independent Director	29.07.2014	4 Years 8 months	2	2	NIL
Dr.	Peter Neu	NA/00324469	Non Executive Director	10.07.2018	NA	1	NIL	NIL
Mr.	C.Y. Pal	AAAPP6306L/00106536	Independent Director	29.07.2014	4 Years 8 months	2	1	1
Mr.	Alok Ranjan	ABIPR7744K/08254398	Independent Director	30.03.2019	1 Day	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	4 Years 8 months	2	NIL	3
Mr.	Kiyoto Tone	NA/08154738	Independent Director	22.05.2018	10 months	1	NIL	NIL
Mr.	A. K. Taneja	AACPT6162G/00124814	Executive Director	01.04.2014	NA	1	NIL	NIL
Mr.	R. Srinivasan	AAKPR0862M/00124760	Executive Director	01.02.2016	NA	1	NIL	NIL
Mr.	Luv D. Shriram	ABBP59860J/00051065	Executive Director	10.07.2018	NA	1	NIL	NIL

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment
1. Audit Committee	Mr. Inderdeep Singh	Chairman - Independent Director	27.06.2014
	Mr. Ravinder Narain	Independent Director	29.01.2016
	Mr. C.Y. Pal	Independent Director	27.06.2014
	Mr. Pradeep Dinodia	Non Executive Director	23.06.2004
2. Nomination & Remuneration Committee	Mr. Ravinder Narain	Chairman - Independent Director	27.06.2014
	Mr. Inderdeep Singh	Independent Director	29.01.2016
	Mr. C.Y. Pal	Independent Director	27.06.2014
	Mr. Pradeep Dinodia	Non Executive Director	25.03.2008
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	27.06.2014
	Mr. C.Y. Pal	Independent Director	27.06.2014
	Mr. Inderdeep Singh	Independent Director	27.06.2014
	Mr. A.K. Taneja	Executive Director	27.06.2014
	Mr. R. Srinivasan	Executive Director	27.06.2014
	Mr. Luv D. Shriram	Executive Director	27.06.2014
4. Stakeholders' Relationship Committee	Mr. Inderdeep Singh	Chairman - Independent Director	23.03.2009
	Mr. Pradeep Dinodia	Non Executive Director	23.03.2009

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)
3rd November, 2018	02nd February, 2019, 16th March, 2019 and 30th March, 2019	91, 42 and 14 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: 02nd February, 2019	Yes. All members attended the meeting held on 02.02.2019.	3rd November, 2018	91 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 10th May, 2019.

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)

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	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 terms of	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 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
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)	Yes
Approval for material related party transactions	23(4)	N.A
Composition of Board of Directors of unlisted material	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
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 from members	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior	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/-
(R. Srinivasan)
Company Secretary