

SHRIRAM PISTONS & RINGS LTD.REGD. / H. O. : 3rd FLOOR, HIMALAYA HOUSE, 23, KASTURBA GANDHI MARG, NEW DELHI - 110 001**SHRIRAM****Format of the Compliance Report to be submitted along with the draft Scheme**

It is hereby certified that the draft Scheme of Amalgamation involving Shriram Automotive Products Ltd. and Shriram Pistons & Rings Ltd. does not, in any way violate, override or limit the provisions of Securities Laws or requirements of the Stock Exchange and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**LODR**), Circular CFD/DIL3/CIR/2017/21 dated 10.03.2017 and CFD/DIL3/CIR/2018/2 dated 03.01.2018, including the following:

S.No.	Reference	Particulars
1	Regulations 17 to 27 of LODR	Corporate Governance Requirements
2	Regulations 11 of LODR	Compliance with Securities Laws
	Requirements of Circular CFD/DIL3/CIR/2017/21 dated 10.03.2017 and CFD/DIL3/CIR/2018/2 dated 03.01.2018	
a)	Para (I)(A){(2)and (2A)}	Submission of Documents to Stock Exchange
b)	Para (I)(A)(3)	Conditions for Scheme of arrangement involving unlisted entities
c)	Para (I)(A)(4)(a)	Submission of Valuation Report
d)	Para (I)(A)(5)	Auditors Certificate regarding compliance with Accounting Standards
e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting

(R. Srinivasan)
Company Secretary
F-4034

(A.K. Taneja)
Managing Director
DIN: 00124814

Certified that the transactions/accounting treatment provided in the draft scheme of Amalgamation involving Shriram Automotive Products Ltd. and Shriram Pistons & Rings Ltd. are in compliance with all the Accounting Standards applicable to a listed entity.

(Vinod Raheja)
Chief Financial Officer



(A.K. Taneja)
Managing Director
DIN: 00124814

May 31, 2018
New Delhi