

SHRIRAM PISTONS & RINGS LTD.

REGD. / H. O. : 3rd FLOOR, HIMALAYA HOUSE, 23, KASTURBA GANDHI MARG, NEW DELHI - 110 001



SHRIRAM

April 05, 2018

Listing Department
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra Kurla Complex, Bandra (East),
Mumbai 400051

ISIN No. INE526E01018
Company Symbol: SHRIPISTON

Re: Clarification w.r.t. announcement dated 31.03.2018

Kind Attn: Sandeep Dhamal, Assistant Manager - Listing Compliance

Dear Sir,

This has reference to your mail dated 03.04.2018 regarding the announcement made by our company on 31.03.2018 on merger and amalgamation of M/s Shriram Automotive Products Ltd. (**SAPL**) with the Company.

As desired, it is submitted, in serialim, as under:

1. Brief details of change in shareholding pattern of listed entity:

The Board of Directors of our company in its Board Meeting dated 31.03.2018 has only granted "in-principle" approval for merger & amalgamation of M/s Shriram Automotive Products Ltd. with Shriram Pistons & Rings Ltd.

The proposed scheme of merger and amalgamation along with other related documents shall be placed in subsequent Board Meeting and any change in shareholding pattern, if any, will be part of the proposed scheme and shall be informed after the approval of the scheme by the Board.

2. In case of cash consideration amount or otherwise share entitlement/exchange ratio:

As mentioned in preceding para, cash consideration or share entitlement/exchange ratio shall be as per the proposed scheme.

3. Rationale for amaigamation/ merger:

This would lead to expansion of Company's Product range, Sales growth and improve profitability of the Company; and thereby enhance value creation for the company and its stakeholders.

The merger and amalgamation will facilitate in leveraging of marketing/distribution strength of both companies in domestic and exports Aftermarket

and realize significant synergies in operations and create competitive advantage.

4. Area of business of the entity(ies):

Shriram Pistons & Rings Ltd is engaged in manufacturing and marketing of IC Engine components viz. Pistons, Piston Pins, Piston Rings, Engine Valves & Engine Valve Components and Crank Pin etc. for OEM and After Market in India and abroad.

Shriram Automotive Products Ltd. (SAPL) is engaged in marketing of Cylinder Liners/Cylinder Blocks, Connecting Rods, Filters, Clutch Plates, Crankshafts, Lubricants and several other auto components in After Market in India and abroad.

5. Whether the transaction would fall within related party transaction? If yes, whether the same is done at "arm's length"

The transaction would fall within the definition of Related Party Transaction.

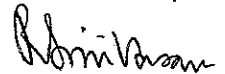
Accordingly, all matters relating to merger & amalgamation will be dealt at Arm's length with independent valuation and due diligence.

Being related party transaction, merger and amalgamation will be subject to recommendation of Audit Committee and subsequent approval by the Board of Directors.

We hope you will find the above in order.

Thanking You,

Yours Faithfully,



(R. Srinivasan)

Company Secretary