

**Secretarial Compliance Report of M/s Shriram Pistons & Rings Limited
for the year ended 2018-19.**

I, Deepak Juneja have examined:

- (a) all the documents and records made available to us and explanation provided by M/s Shriram Pistons & Rings Ltd. (CIN No.L29112DL1963PLC004084) Registered Office at 3rd Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi ("Company"),
- (b) the filings/ submissions made by the Company to the National Stock Exchange of India Limited,
- (c) website of the Company,

for the year ended 2018-19 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
Not Applicable
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
Not Applicable
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
Not Applicable
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
Not Applicable



- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Not Applicable

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

Non Participating Non Convertible Redeemable Preference shares to Promoters were allotted/issued on 30th March 2019 in physical form under Scheme of Amalgamation. The company has initiated the process of the Dematerialisation of Non Participating Non Convertible Redeemable Preference shares.

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;


and circulars/ guidelines issued thereunder; and based on the above examination,

I hereby report that, during the period 1st April, 2018 to 31st March, 2019:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder. The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (b) The following are the details of actions taken against the company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
				NONE



Signature: 

Deepak Juneja

Name of the Practicing Company Secretary

FCS No.: 6895

C P No.: 4371

Place: New Delhi
Date: 02-05-2019