

SECRETARIAL COMPLIANCE REPORT

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

**Secretarial Compliance Report of M/s Shriram Pistons & Rings Limited
for the year ended 2019-20.**

I, Deepak Juneja, Practicing Company Secretaries 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)** having its Registered Office at 3rd Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi (“the listed entity”),
- (b) the filings/ submissions made by the Company to the National Stock Exchange of India Limited,
- (c) website of the listed entity,
- (d) other document(s), as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2020 (“Review Period”) 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, (where ever applicable), 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;

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (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 review period :

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (regulations/circulars/ Guidelines including Specific clause)	Deviations	Observations/Remarks Of Practicing Company Secretary
nil	nil	nil	nil

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ 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:

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

- d) There was no observation in the report for previous year.




Signature:

Place: New Delhi
Date: 12-06-2020

Deepak Juneja
Name of the Practicing Company Secretary
FCS No.: 6895
C P No.: 4371
UDIN : F006895B000342221