



PG & ASSOCIATES
COMPANY SECRETARIES

ANNUAL 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/CMD 1/27/2019 dated 8th February, 2019]

Annual Secretarial Compliance Report of M/s Shriram Pistons & Rings Limited for the year ended 31st March, 2022 (2021-22).

I, Preeti Grover, Practicing Company Secretary, have examined:

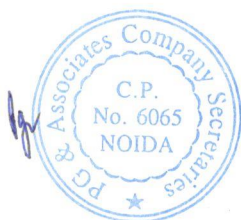
- a) all the documents and records made available to us and explanation provided by **M/s Shriram Pistons & Rings Limited (CIN: L29112DL1963PLC004084)** having its registered office at **3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi-110001** ("the listed entity")
- b) the filings/ submission made by the listed entity to the stock exchange (**National Stock Exchange of India Limited**),
- c) website of the listed entity,
- d) any other document/filing as may be relevant, which have been relied upon to make this certification,

for the year ended 31st March, 2022 (Review Period") in the 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 regulations, circulars, guideline issued thereunder by the Securities and Exchange Board of India ("SEBI")

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



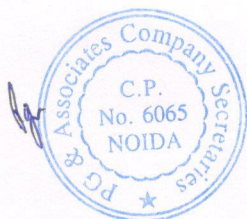
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **NOT APPLICABLE.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
During the Year under review the listed entity bought back it's 3,50,000(Three Lacs Fifty Thousand) fully paid-up equity shares, having face value of INR 10/-(Rupees Ten only) each, representing up to 1.56% of the total number of equity shares in the paid-up share capital of the Company from the Shareholders/Beneficial owners of equity shares of the Company as on 12th August(Record date) on a proportionate basis through the "Tender Offer" Route at a price of INR 1,020/-(Rupees one thousand twenty only) per Equity Share, payable in cash, for an aggregate amount not exceeding INR 35,70,00,000/-(Rupees Thirty Five Crore Seventy Lacs only) excluding Transaction costs vide their Board Resolution dated 30th July, 2021.
Manager to Buyback: Edelweiss Financial Services Limited.
Registrar and Transfer Agent: Alankit Assignments Limited.
Banker/Escrow Agent for Buyback: Axis Bank Limited.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **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; **NOT APPLICABLE.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/guidelines issued there under;

and based on the above examination, I/We hereby report that, during the Review period:

- (a) The listed entity has complied with 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 the 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:

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.
NIL	NIL	NIL	NIL	NIL

(d) The listed entity has been taken the following actions to comply the observations made in previous reports:

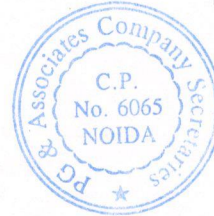
Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL	NIL	NIL	NIL	NIL

Note:

There was no observations reported in the Annual Secretarial Compliance report for the previous year.

Date: 13.05.2022

Place: Noida



For PG & Associates
Company Secretaries

Preeti Grover

Preeti Grover
Proprietor

FCS: 5862,

C P No.- 6065

Peer Review No. 772/2020

UDIN: F005862D000314491