



May 16, 2024

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051

ISIN No. INE526E01018

Company Symbol: SHRIPISTON

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024

Madam/ Sir,

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended March 31, 2024.

Kindly take the same on record.

Thanking you,

Yours faithfully,

(Pankaj Gupta)
Company Secretary
Membership No.: F4647



PG & ASSOCIATES
COMPANY SECRETARIES

ANNUAL SECRETARIAL COMPLIANCE REPORT

M/S SHRIRAM PISTONS & RINGS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

[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 and NSE Circular No. NSE/CML/2023/30 dated 10th April, 2023]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s Shriram Pistons & Rings Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at **3rd Floor, Himalaya House, 23 Kasturba Gandhi Marg, New Delhi-110001**. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined:

- a) all the documents and records made available to us and explanation provided by **M/s Shriram Pistons & Rings Limited (CIN: L29112DL1963PLC004084)** ("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,



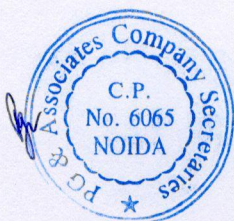
for the financial year ended 31st March, 2024 (“Review Period”) in the respect of compliance with the provisions of:

- (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 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;
- (c) Securities and Exchanges Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (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 & 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 Securities) Regulations, 2021; **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;
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations,1993

and circulars/guidelines issued thereunder;



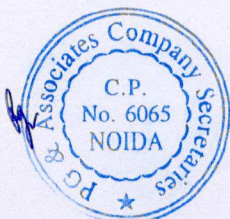
Based on the above examination, we hereby report that, during the Review Period:

- (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)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-	-	-	-	-	-	-

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

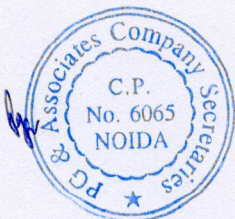
Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Disclosure of Related Party Transaction	23(9) of SEBI (LODR), 2015	Delayed filing	National Stock Exchange	NSE imposed Penalty	Delayed by 9 days for the quarter ending 31.3.2022.	INR 53100/- (Fifty Three thousand One Hundred)	Only one instance of delayed filing	Listed entity paid the penalty and the matter was taken note of by the Board of Directors.	-
2	Designated persons will not deal in securities during	Clause 4 of Schedule B of SEBI (PIT)	Trading in securities of the Company during	Audit Committee of the	Warning letter issued, fine imposed and	One of the Designated person purchas	INR 2000/- (Two Thousand)	The listed entity informed NSE pursuant to SEBI/HO/IS	Audit Committee of the listed entity took action against him	-



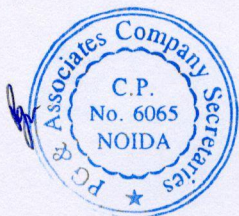
closure of trading window as per Code of conduct of the listed entity made under Reg.9 read with Schedule B of SEBI (PIT) Regulations, 2015	Regulations, 2015	trading window closure	listed entity	prohibited him to sell shares for 6 months from 9.2.2023.	ed 5 (Five) equity shares on 4 th Jan., 2023 during the closure of trading window		D/CIR/P/2020/135 dated July 23, 2020	and deposited the amount of fine in SEBI Investors Protection and Education Fund	
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We hereby report that, during the Review period the compliance status of the listed entity is appended as below:

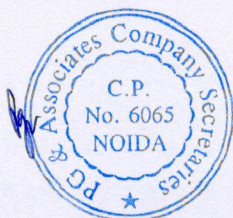
Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS
1	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	-
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars / guidelines issued by SEBI 	Yes	-



3	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	-
4	Disqualification of Director: None of the Director(s) of the listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-
5	Details related to Subsidiaries of listed entities have been examined w.r.t.: <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	Yes	During the year under review, SPR Engenious Limited ('SEL') - wholly owned subsidiary (WOS) of the listed entity has been classified as material subsidiary of the listed entity as per regulation 16(1)(c) and 24(1) of SEBI Listing Regulations on 10.10.2023 and 22.02.2024 respectively. Disclosures as required under SEBI (LODR), 2015 are being duly and timely made for SEL and other Step-down subsidiaries.
6	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of	Yes	-



	Documents and archival policy prescribed under SEBI LODR Regulations, 2015.		
7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval has been obtained.</p>	Yes	-
9	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	-
11	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein</p>	NA	No action taken.



12	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	Statutory Auditors did not resign during the year under review.
13	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.

Assumptions & Limitation of Scope and Review:

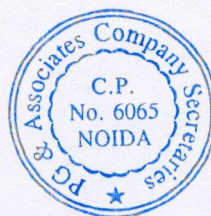
1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: New Delhi

Date: 15.05.2024

UDIN: F005862F000377409

**FOR PG & ASSOCIATES
(Company Secretaries)**



Pooja Grover
**CS PREETI GROVER
(Proprietor)**

**FCS: 5862, C.P. No.: 6065
PEER REVIEW NO.: 772/2020**