



SHREE PRECOATED STEELS LTD.

CIN : L70109MH2007PLC174206

Regd. Office : 1, Ground Floor, Citi Mall, New Link Road, Andheri (W), Mumbai - 400 053.

Tel.: +91 - 22 - 65526677 | Email : spsl.investors@gmail.com | Website:www.spsl.com

Ref: SEC/SPSL/BSE/2023-24

Date: 30th May, 2023

The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001
Script Code : 533110

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time and SEBI circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report for the year ended March 31, 2023, issued by Ms. Shreya Shah, Practicing Company Secretary.

We request you to take the above record.

Thanking You.

Yours faithfully,

For SHREE PRECOATED STEELS LIMITED

**NILESH
HARSHADRAI
SARVAIYA**

Digitally signed by NILESH HARSHADRAI SARVAIYA
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pseudonym=65cd85137c388d27d689416e10730f2,
2.5.4.20=F8BAC07F2659233A30CE12501D83ED4F231
CD9F446819DE498C1A538F7EC0964,
postalCode=400077, st=MAHARASHTRA,
serialNumber=1d81a28d56d020736f96771b182e411c
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HARSHADRAI SARVAIYA
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NILESH SARVAIYA

DIRECTOR

DIN - 00799636

Encl.: As above

Secretarial Compliance Report
of
SHREE PRECOATED STEELS LIMITED
(CIN: L70109MH2007PLC174206)
for the year ended 31st March, 2023

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **SHREE PRECOATED STEELS LIMITED** (hereinafter referred as ‘the listed entity’), having its Registered Office at 1, Ground Floor, Citi Mall, New Link Road, Andheri – West, Mumbai - 400053. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my 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, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

I, Shreya Shah have examined:

- (a) the documents and records made available to me and explanation provided by **Shree Precoated Steels Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Ltd.,
- (c) website of the listed entity, and
- (d) any other document/filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31st March, 2023 (“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, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations, 2015”);
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations, 2015”); and
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018



SHREYA SHAH

Practising Company Secretary

There were no actions/ events in pursuance of following Regulations prescribed under SEBI Act, requiring compliance thereof by the Company during the year ended 31st March, 2023 under review:

- (a) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; and
- (f) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009

I hereby report that, during the Review period:

I. (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 Practising Company Secretary	Management Response
1	Regulation 6 (1) of SEBI (LODR) Regulations, 2015	SEBI (LODR) Regulation s, 2015	No Compliance officer appointed in accordance with Regulation 6(1) of SEBI (LODR) Regulations, 2015	NA	NA	No Compliance officer appointed for the period from 31 st January, 2023 up to 31 st March 2023	NA	Ms. Divya Hisaria had resigned from the post of Compliance Officer w.e.f. 31 st January, 2023 and post her resignation, the Company appointed Ms. Krishna Agrawal as Company Secretary & Compliance Officer w.e.f. 11 th May, 2023. During the Review period, there was no Compliance Officer from 31 st January, 2023 up to 31 st March 2023	The Company represented that on resignation of Ms. Divya Hisaria from the post of Compliance Officer w.e.f. 31 st January, 2023, and having regard to the size of the Company, its level of activities and nature of operations no suitable candidate could be found. However, the Company did appoint Ms. Krishna Agrawal as Compliance Officer w.e.f. 11 th May, 2023.



SHREYA SHAH
Practising Company Secretary

(c) 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 Amt	Observations/Remarks of Practising Company Secretary	Management Response
1	Regulation 18(2)(a) of SEBI (LODR) Regulations, 2015	SEBI (LODR) Regulations, 2015	Non-compliance by not maintaining the Gap of more than one hundred and twenty days elapsed between two Audit Committee meetings	NA	NA	Non-compliance by not maintaining the Gap of more than one hundred and twenty days elapsed between two Audit Committee meetings held on 8th February, 2021 and 18th June, 2021 respectively in accordance with Regulation 18(2)(a) of SEBI (LODR) Regulations, 2015	NA	No corrective action can be taken once this event occurred.	The Management ensured compliance of the said regulation for all future events
2	Regulation 31 of SEBI (LODR) Regulations, 2015	SEBI (LODR) Regulations, 2015	Delay in submission of shareholding pattern	BSE Limited	Fine	Delay in submission of shareholding pattern for the quarter ended on 31st December, 2021	INR 18,000/- + GST	According to the explanation given by the Company, the fine amount was paid for the said non-compliance caused on 24 th February, 2022 and the matter was disposed of It was not feasible to take any further corrective action in this regard	The Company paid the entire fine amount and considering the nature of non-compliance, no further corrective action was taken by the Company
3	Regulation 34(1) of SEBI (LODR) Regulations, 2015	SEBI (LODR) Regulations, 2015	Submission of Annual report with delay	NA	NA	Annual report for the Financial Year ended on 31 st March, 2021 was submitted to the stock exchange on 7th September, 2021, i.e. delay of one day from the date of commencement of dispatch to the shareholders i.e. 6th September, 2021	NA	No corrective action can be taken once this event occurred.	The Management ensured compliance of the said regulation for all future events

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Not applicable since there has been no resignation of Statutory Auditors during the Review period.



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SHREYA SHAH
Practising Company Secretary

III. I 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.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and are mandatorily applicable.	Yes	
2.	Adoption and timely updation of the Policies: <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 	Yes	
	<ul style="list-style-type: none"> • All the policies are in conformity with SEBI Regulations and have 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 	Yes	
	<ul style="list-style-type: none"> • Timely dissemination of the documents/ information under a separate section on the website 	Yes	
	<ul style="list-style-type: none"> • 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 of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.:		The Listed Entity does not have any subsidiary.
	(a) Identification of material subsidiary companies	NA	
	(b) Requirements with respect to disclosure of material as well as other subsidiaries	NA	



SHREYA SHAH
Practising Company Secretary

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
6.	<p>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 Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7.	<p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations</p>	Yes	
8.	<p>Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or</p>	NA	As confirmed by the Listed entity, no Related Party transactions were undertaken during the Review period
	<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>	NA	
9.	<p>Disclosure of events or information: 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: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	<p>During the audit, few entries relating to the period from November 2022 up to March 2023 were not visible in installed SDD software due to technical glitch and partial corruption of data in entity's server system, as confirmed by the Management.</p> <p>The Listed entity further confirmed that no insider has traded in the equity shares of the Listed entity during the closure of trading window and since, the Company did</p>



SHREYA SHAH
Practising Company Secretary

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
			not have any operational activity for past few years, no UPSI (Unpublished Price Sensitive Information) was been circulated inside or outside the Listed entity
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions 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	Yes	
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	1. No Compliance officer appointed in accordance with Regulation 6(1) of SEBI (LODR) Regulations, 2015.

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. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I 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.



SHREYA
HITESHBHAI
SHAH

Shreya Shah

Practising Company Secretary

ACS No.: 39409/CoP No.: 15859

UDIN: A039409E000422220

Peer Review Certificate No. 1696/2022

Place: Mumbai
Date: 30th May, 2023