



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcome2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

Annual Secretarial Compliance Report of M/s. Investment & Precision Castings Limited for the year ended 31/03/2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. Investment & Precision Castings Limited (CIN: L27100GJ1975PLC002692)** (hereinafter referred as ‘the listed entity’), having its Registered Office at **NARI ROAD BHAVNAGAR, GUJARAT, 364006 INDIA**. 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, 2023, 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:

I have examined:

- (a) All the documents and records made available to us and explanation provided by **M/s. Investment & Precision Castings Limited (CIN: L27100GJ1975PLC002692)** (hereinafter called “the listed entity”),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification,

For the year ended **31st March, 2023** (“Review Period”) in respect of compliance with the provisions of:



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcome2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

- (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 to the Company during the Reporting Period);**
- (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; **(Not applicable to the Company during the Reporting Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **(Not applicable to the Company during the Reporting Period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Reporting Period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during the Reporting Period);**



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcometwpcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

I/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. | 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 mandatorily applicable. | Yes | Nil |
| 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 entitiesAll the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued | Yes Yes | Nil Nil |



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcome2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

| | by SEBI | | |
|-----------|--|-------------------|-------------------|
| 3. | Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/information under a separate section on the websiteWeb-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 Yes Yes | Nil Nil Nil |
| 4. | Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | Nil |
| 5. | Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | Yes Yes | Nil Nil |



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcme2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

| | | | |
|------------|--|-----|-----|
| 9. | 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. | Yes | Nil |
| 10. | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | Nil |
| 11. | Actions taken by SEBI or Stock Exchange(s), if any: 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. | Yes | Nil |
| 12. | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc. | Yes | Nil |



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcme2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

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:

| Sr. No. | Particulars | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS |
|---------|--|----------------------------------|--|
| 1. | Compliances with the following conditions while appointing/ re-appointing an auditor | | |
| | i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. | NA | During the reporting period, auditor has not given resignation from the Company. Therefore, the said clause is not applicable during the reporting period. |



| 2. | Other conditions relating to resignation of statutory auditor | | |
|----|--|----|---|
| | <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information/non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, alongwith relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information/explanation from the company, the auditor has informed the Audit Committee the details of information/explanation sought and not provided by the</p> | NA | <p>During the reporting period, auditor has not given resignation from the Company. Therefore, the said clause is not applicable during the reporting period.</p> |



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcome2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 – 48980181, Contact No: 8000133307

| | | | |
|--|--|-----------|---|
| | <p>management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | | |
| | <p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18thOctober, 2019.</p> | <p>NA</p> | <p>The listed entity does not have any material subsidiary.</p> |

- 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:



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
 Email Ids: welcme2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

| 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 Responsibility | Remarks |
|---------|---|-------------------------------|---|-----------------|----------------|---|-----------------------|---|---------------------------------------|--|
| 1 | As per the provisions of the Regulation 19 of SEBI I (Listing Obligations and Disclosures | Regu. 19 of SEBI (LODR), 2015 | However, there were only 3 Independent Directors in the Nomination and remuneration committee, which is less than the requirements. | BSEL | Fine | As per the provisions of the Regulation 19 of the SEBI (Listing Obligations and | Rs. 434240 (with GST) | As per the provisions of the Regulation 19 of SEBI (Listing Obligations and | The Company has paid the fine amount. | The Board has also appointed require number of members in Nomination and Remuneration Committee as per requirement |



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcome2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

| | | | | | | | | | |
|--|---|--|--|--|--|---|--|--|---|
| | <i>re Req uire men ts) Reg ulati ons, 201 5, Nom inati on and rem uner atio n com mitt ee shal l com pris e of at leas t 2/3^{r d} Inde pen dent Dire ctors</i> | | | | | <i>9 of S E BI (L is ti n g O bl ig atio n s a n d Di sc lo s ur e R eq ui re me nt s) R eg</i> | | <i>Dis clos ure Req uire me nts) Reg ulat ion s, 201 5, No min atio n and rem une rati on com mitt ee shal l com pris e of at lea st 2/3^{r d} Ind</i> | <i>of Regu. 19 of SEBI (LODR) , 2015.</i> |
|--|---|--|--|--|--|---|--|--|---|



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcome2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

| | | | | | | | | | |
|--|-------------------------------|--|--|--|--|--|--|--|--|
| | <i>of its total members .</i> | | | | | <i>ulation 2015, Nomination and remuneration committee</i> | <i>Independent Directors in the Nomination and remuneration committee, which</i> | | |
|--|-------------------------------|--|--|--|--|--|--|--|--|



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcome2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

| | | | | | | | | | |
|--|--|--|--|--|--|--|---|--|--|
| | | | | | | <i>com pr is e of at le a st 2 / 3^r a In d e p e n d e nt Di re ct or s of it s to ta l m e</i> | <i>is less than the requir ement s.</i> | | |
|--|--|--|--|--|--|--|---|--|--|



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcome2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

| | | | | | | | | | | |
|--|--|--|--|--|--|---|--|--|--|--|
| | | | | | | <i>m b er s.</i> | | | | |
| | | | | | | <i>Ho wev er, ther e wer e onl y 3 Ind epe nde nt Dire ctor s in the No min atio n and rem une rati on com mitt</i> | | | | |



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcme2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

| | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | | <i>ee, whi ch is less tha n the req uire me nts.</i> | | | | |
|--|--|--|--|--|--|--|--|--|--|--|

(a) 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 use) | 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 |
|---|--|-------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
| No observation in the Annual Secretarial Compliance Report for the year ended 31.03.2022. | | | | | | | | | | |

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 certify based upon our examination of relevant



Paliwal & Co.

Company Secretaries

Office: 401, Haash Complex, Nagri Hospital-Law Garden Road, Nr. Ellise Bridge Police Line, Ahmedabad-380006
Email Ids: welcme2pcs@gmail.com, alpesh.pcs@gmail.com, Ph No: 079 - 48980181, Contact No: 8000133307

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.

Date: 26.05.2023

Place: Ahmedabad

**For, Paliwal & Co.
Company Secretaries**

**Alpesh Paliwal
Proprietor**

COP: 12119

UCN: I2013GJ1046200

Peer Review Registration Number: 1686/2022

UDIN: A032500E000392081