



Jun 29, 2023

BSE LIMITED
Department of Corporate Services
Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Scrip Code: **517166** 

Sub: <u>Compliance under Regulation 24(A) of the Securities and Exchange Board of India</u> (<u>Listing Obligations and Disclosure Requirements</u>) <u>Regulations</u>, 2015

Ref: <u>Mail dated June 21, 2023 having subject-Discrepancies in ASRC Report filed under Regulation 24A of SEBI (LODR) Regulation, 2015</u>

Pursuant to Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to Mail received from your good office dated June 21, 2023 having on Discrepancies in ASRC Report filed under Regulation 24A of SEBI (LODR) Regulation, 2015, we enclose herewith the revised Secretarial Compliance Report duly issued by Practicing Company Secretary, for the financial year ended March 31, 2023.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For SPEL SEMICONDUCTOR LIMITED

SANKARANARAYANAN SIVARAMAN (FCS 2918) COMPANY SECRETARY

info@spel.com; www.spel.com

## T.BALASUBRAMANIAN

FCS, M.C.S., B.B.A., PGD PM & IR

Company Secretary

Secretarial Compliance Report of SPEL SEMICONDUCTOR LIMITED for the year ended 31<sup>st</sup> March 2023.

To,

## SPEL SEMICONDUCTOR LIMITED

5, CMDA Industrial Estate, Maraimalai Nagar – 603 209

## I. T. Balasubramanian have examined:

- (a) all the documents and records made available to us and explanation provided by SPEL Semiconductor Limited ("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 31<sup>st</sup> March 2023 ("Review Period") in respect of compliance with the provisions of:
  - (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (ii) 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;
- (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:

Company Secretary Secretary

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(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 o Violation	f Fine Amount	Observation / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Shareholding Pattern – to be filed 30 <sup>th</sup> September, 2022	Reg. 31 of Companies Act, 2013	Filed on 15 <sup>th</sup> December, 2022	BSE	Nil	Delay in filing Shareholding Pattern for the quarter 30 <sup>th</sup> September, 2022	Nil	Delay filing.	Nil	



Sr.No	Compliance Requirement (Regulations, Circulars, guidelines including specific clause)	Regulation / Circular No.	Deviations	Action taken by	Type of Action	Details o Violation	f Fine Amount	Observation / Remarks of the Practicing Company Secretary	Management Response	Remarks
2.	Reconciliation of share capital to be filed on 30 <sup>th</sup> September, 2022	Regulation 55A (1) of SEBI (Depositories and Participants) Regulations, 1996	Filed on 23 <sup>rd</sup> December, 2022	BSE	Nil	Delay in filing Shareholding Pattern for the quarter 30 <sup>th</sup> September, 2022	Nil	Filed on 23 <sup>rd</sup> December, 2022	Nil	
3.	Submission of Annual Report	Regulation 34	Submission 21 days on or before the date of AGM	SEBI	Fine	Non- submission o Annual Report with the prescribed time.		Fine Paid	Fine paid	
4.	Payment of Salary and Gratuity to Ex- employees of the Company		Payment of Salary and Gratuity not made to Ex- employees of the Company	NCLT	Case filed with NCLT	Non-Payment of Salary and Gratuity to Ex- employees of the Company	,	Case is still pending	Case is still pending	

<sup>\*</sup>Annual Listing Fee is Pending for the year 2022-2023 Rs 354000/- (Including GST)



- (b) The listed entity has taken the following actions to comply with the observations made in previous reports 💉
- (c) The Company has complied with the provisions of the following Regulations and circulars/ guidelines issue thereunder:

Sl. No	Particulars	Observation
1.	Secretarial Standard	The Company has complied Secretarial Standard in accordance with the Auditing Standard issued by ICSI, namely CSAS-1 to CSAS-3
2.	Adoption and timely updation of the Policies	All applicable policies under SEBI Regulations are adopted by the Company with the approval of board of directors of the Company and all the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations /circulars /guidelines issued by SEBI
3.	Maintenance and Disclosures on Website	The Company is Maintaining Functional Website and timely Dissemination of documents / information under separate section in website. Also, web-link providing Corporate Governance report under Regulation 27(2) is accurate and redirect to the Document
4.	Disqualification of Directors	None of Directors are disqualified under sec.164
5.	To examine details related to Subsidiaries of listed entities:	No Subsidiary Company
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 Documents and Archival policy prescribed under SEBI LODR Regulations, 2015
7.	Performance Evaluation:	The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations
8.	Related Party Transactions:	The Company has obtained prior approval of AuditCommittee for all Related party transactions
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.
10.	Prohibition of Insider Trading:	The listed entity is in compliance with Regulation 3(5) & 3(6)SEBI (Prohibition of Insider Trading) Regulations, 2015

Company Secretary

11.	Actions taken by SEBI or Stock Exchange(s), if any:	SEBI imposed fine vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/12 dt. 22 <sup>nd</sup> January 2020 on Non-submission of Annual Report with the prescribed time is Rs. 25,960/ The same has been paid by the Company.
12.	Additional Non-compliances, if any:	Nil

Place: Chennai Date: 31.05.2023

Company Secretary

T. BALASUBRAMANIAN
FCS No.: 7987
C P No.: 3402
UDIN:F007987E000438527