



M/s BSE Limited,

17-06-2021

Phiroze Jeejeebhoy Towers,

Dalal Street- Mumbai- 400001.

Dear Sirs,

Scrip Code:517166

Sub: Compliance as per Regulation 24 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2021.

With reference to the subject cited, please find attached the Certificate from Practicing Company Secretary under Regulation 24 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2021.

Please take the above on record.

Thanking you,

For SPEL Semiconductor Limited,

S/d

[D.Balakrishnan]

Chief Executive Officer & Director

Encl: As above

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 31st March 2021.

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 31st March 2021 ("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
 - (1) 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:

- (1) 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 29(1)(a) – Board Meeting Board Meeting for approval of Unaudited Financial Results for the Second Quarter ended on Sep 30, 2020.	Board Meeting for the second quarter has not been held before due date. 51 days delay in convening the said meeting.	Board Meeting for the second quarter was held on 06.01.2021 after due date viz., 15.11.2020.
2.	Regulation 29(1)(a) – Board Meeting Board Meeting for approval of Unaudited Financial Results for the Third Quarter ended on Dec 31, 2020.	Board Meeting for the third quarter has not been held before due date. 7 days delay in convening the said meeting.	Board Meeting for the Third Quarter was held on 22.02.2021 after due date viz., 15.02.2021.
3.	Regulation 6(1) – appointment of qualified Company Secretary as Compliance Officer Appointment of Company Secretary and Compliance Officer	Whole Time Company Secretary and Compliance Officer has not been appointed for FY 2020-21	The Company has not appointment a qualified Company Secretary and Compliance Officer for the Financial Year 2020-21

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my 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.
1.	SEBI	Regulation 33 Non-submission of the financial results within the period prescribed under this regulation	47200 (December 2020)	The fine amount has not been paid by SPEL.
2.	SEBI	Regulation 13(3) Non-submission of the statement on shareholder complaints within the period prescribed under this regulation or under any circular issued in respect of redressal of investor grievances	9440 (September 2020)	The fine amount has not been paid by SPEL.
3.	SEBI	Regulation 27(2) Non-submission of the Corporate governance compliance report within the period provided under this regulation	33040 (September 2020)	The fine amount has not been paid by SPEL.
4.	SEBI	Regulation 31 Non-submission of shareholding pattern within the period prescribed	94400 (September 2020)	The fine amount has not been paid by SPEL.
5.	SEBI	Regulation 33 Non-submission of the financial results within the period prescribed under this regulation	171100 (Mar 2020)	The fine amount has not been paid by SPEL.

6.	SEBI	Reg. 6(1) – Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	108560 September 2020)	The fine amount has not been paid by SPEL.
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(d) The listed entity has taken the following actions to comply with 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 Mar 31, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Late filing of the Shareholding pattern for December 2019 quarter	The Shareholding pattern for December 2019 quarter was filed on 05-02-2020 instead of 21-01-2020	The Company has filed the Shareholding pattern for December 2019 quarter on 05-02-2020.	The company has complied with the observation made in the previous report.
2.	Late filing of the Shareholding pattern for March 2020 quarter	The Shareholding pattern for March 2020 quarter was filed on 11-06-2020 instead of 21-04-2020	The Company has filed the Shareholding pattern for March 2020 quarter on 11-06-2020.	The company has complied with the observation made in the previous report.
3.	Late filing of the Audit Report for Reconciliation of Share capital pertaining to March 2020 quarter	The Audit Report for Reconciliation of Share capital pertaining to March 2020 quarter was filed on 11-06-2020 instead of 30-04-2020	The Company has filed the Audit Report for Reconciliation of Share capital for March 2020 quarter on 11-06-2020.	The company has complied with the observation made in the previous report.
4.	Late filing of the financial results for June 2019 quarter	The financial results for June 2019 quarter was filed on 16-08-2019 instead of 15-08-2019	The Company has filed the financial results for June 2019 quarter on 16-08-2019.	The company has complied with the observation made in the previous report.
5.	Late filing of the Corporate Governance Report for December 2019 quarter	The Corporate Governance Report for December 2019 Quarter was	The Company has filed the Corporate Governance	The company has complied with the observation

		filed on 29-01-2020 instead of 15-01-2020.	Report for December 2019 Quarter on 29-01-2020.	made in the previous report.
6.	Late filing of the Corporate Governance Report for March 2020 quarter.	The Corporate Governance Report for March 2020 quarter was filed on 11-06-2020 instead of 15-04-2020.	The Company has filed the Corporate Governance Report for March 2020 quarter on 11-06-2020.	The company has complied with the observation made in the previous report.

Place: Chennai
Date: 08.06.2021

T. BALASUBRAMANIAN
FCS No.: 7987
C P No.: 3402
UDIN: F007987C000433214