



Ref:SECY/NSE/D144

28 May 2019

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

Sir,

Sub: Submission of Secretarial Compliance Report under
Regulation 24 A of SEBI (LODR) Regulations, 2015.

Please find attached the Secretarial Compliance Report dated 24th May 2019 for the year ended 31st March 2019 issued by Ms B Chandra, Practising Company Secretary pursuant to Regulation 24 A of SEBI (LODR) Regulations 2015.

We request you kindly to take on record the Report.

Thanking You,

Yours faithfully,
For Southern Petrochemical
Industries Corporation Ltd.,

M B Ganesh
Secretary

Southern Petrochemical Industries Corporation Limited

(CIN : L11101TN1969PLC005778)

REGISTERED & CORPORATE OFFICE : SPIC House 88 Mount Road, Guindy, Chennai 600 032 India
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Secretarial compliance report of
SOUTHERN PETROCHEMICAL INDUSTRIES CORPORATION LIMITED
(CIN L11101TN1969PLC005778)
for the year ended 31.03.2019

I B Chandra, Practising company Secretary, CP no 7859, having my office at AG3, Ragamalika, 26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, have examined:

- (a) all the documents and records made available to us and explanation provided by Southern Petrochemical Industries Corporation Limited, CIN L11101TN1969PLC005778 ("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 31.03.2019 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 (SEBI LODR);
 - (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST);
 - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT);
- and circulars/ guidelines issued thereunder;

I am informed that the company, during the year, was not required to comply with the following regulations and consequently not required to maintain any books, papers, minute books or other records or file any forms/ returns under:

B Chandra


- a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018
- b. The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations 2008
- c. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
and
- d. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018;

and based on the above examination, I 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)	Deviations	Observations/ Remarks of the Practicing Company Secretary
01	Gold Nest Trading Limited, obtained an order, in March 2019, from the National Company Law Tribunal approving a scheme of arrangement by which the Company was vested with 58,08,000 equity shares of Mercantile Ventures Limited, which required Disclosure to the Stock exchange under Regulation 29(3) of SEBI SAST within two working days of the receipt of intimation of allotment / acquisition of shares or voting rights in the target company to — (a) every stock exchange where the shares of the target company are listed; and (b) the target company at its registered office	The Company made the intimation to Stock exchange on 8 th May 2019 about the transfer effected in its favour on 11 th March 2019.	The Company represented that the acquisition of shares by way of transfer was pursuant to a Scheme, approved by NCLT and the information is already in the public domain Hence the delay observed in reporting the disclosures would not impact and the delayed disclosure was not intentional.
02	Reg 7(2) (b) of SEBI PIT- Every company shall notify, the particulars of trading by the promoters of transaction of a value of more than Rs 10 Lakhs on receipt of intimation by such promoter, to the stock exchange within two trading days.	Gold Nest Trading Company Limited, one of the companies in the Promoter group of SPIC was vested with 1877400 shares of SPIC for a total value of Rs.5,14,40,760 through a Scheme of Arrangement towards settlement of dues. The same was intimated by	The acquisition was pursuant to a scheme, approved by NCLT and the information is already in the public domain. The Company represented that the delay in reporting is not intentional. As there was no trading in strict sense the delayed disclosure would




		11.3.2019. The same had not been reported to Stock Exchange within two trading days by the company.	
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(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/our 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
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not applicable.

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

Place: Chennai
Date: 24.05.2019



Signature:

B Chandra

Practicing Company Secretary : B CHANDRA

ACS/ FCS No.: 20879

CP No.: 7859