



# SPEL Semiconductor Limited

an IC Assembly & Test Company

Mar 19, 2017

The Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400 001.

**Kind Attn. Mr. Shyam Bhagirath (Corporate Filings)**

Dear Sir,

**Sub: Voting Results pursuant to Regulation 44 (3) of SEBI(LODR) Regulations, 2015**

We wish to inform you that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory enactment thereof for the time being in force) Regulation 44 of the SEBI (LODR) Regulations 2015, , all the Shareholders of the Company were given an opportunity to exercise their right to vote on all the resolutions set out in the Notice of the Postal Ballot through electronic voting (e- voting) and by means of paper ballot during the period commencing from Feb 15, 2017 9.00 am IST to Mar 17, 2017 5.00 pm IST.

We enclose the consolidated voting results in the prescribed format along with Scrutinizer's Report of the Postal Ballot for your kind information and records.

Thanking you,

Yours faithfully,  
For SPEL Semiconductor Limited

  
S. S. Arunachalam  
Company Secretary & Compliance Officer

Encl.: As above

**Registered Office & Factory**  
5 CMDA Industrial Estate  
MM Nagar (Chennai) 603 209, India  
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NAME OF THE COMPANY: SPL-SPEL SEMICONDUCTOR LTD

1. To Sell / Lease part of the undertaking of the Company

Resolution Required (Ordinary/Special)		Special Resolution									
Whether promoter/ promoter groups are interested in the agenda/resolution?											
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED			
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100			
PROMOTER AND PROMOTER-GROUP	E-VOTING	27288780	27284780	99.99	27284780	0	100	0			
	POLL		0	0	0	0	0	0			
	POSTAL_BALLOT		0	0	0	0	0	0			
	SUB TOTAL	27288780	27284780	99.99	27284780	0	100	0			
PUBLIC-INSTITUTIONS	E-VOTING	17700	0	0	0	0	0	0			
	POLL		0	0	0	0	0	0			
	POSTAL_BALLOT		0	0	0	0	0	0			
	SUB TOTAL	17700	0	0	0	0	0	0			
PUBLIC-NON INSTITUTIONS	E-VOTING	18810963	7273	0.04	6672	601	91.74	8.26			
	POLL		0	0	0	0	0	0			
	POSTAL_BALLOT		16095	0.09	16095	0	100	0			
	SUB TOTAL	18810963	23368	0.12	22767	601	97.43	2.57			
GRAND TOTAL		46117443	27308148	59.2	27307547	601	100	0			



*S.S.A.*

Resolution Required (Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER-GROUP	E-VOTING	27298780	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>27298780</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-INSTITUTIONS	E-VOTING	17700	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	<b>SUB TOTAL</b>	<b>17700</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
PUBLIC-NON INSTITUTIONS	E-VOTING	18810963	7273	0.04	1844	5429	25.35	74.65
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		16095	0.09	16095	0	100	0
	<b>SUB TOTAL</b>	<b>18810963</b>	<b>23368</b>	<b>0.12</b>	<b>17939</b>	<b>5429</b>	<b>76.77</b>	<b>23.23</b>
<b>GRAND TOTAL</b>		<b>46117443</b>	<b>23368</b>	<b>0.05</b>	<b>17939</b>	<b>5429</b>	<b>76.77</b>	<b>23.23</b>



*J.S.A.*

Resolution Required: (Ordinary/Special)		Special Resolution							
Whether promoter/ promoter groups are interested in the agenda/resolution?	PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
			(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
	PROMOTER AND PROMOTER-GROUP	E-VOTING	27288780	0	0	0	0	0	0
		POLL		0	0	0	0	0	0
		POSTAL_BALLOT		0	0	0	0	0	0
		SUB TOTAL	27288780	0	0	0	0	0	0
	PUBLIC-INSTITUTIONS	E-VOTING	17700	0	0	0	0	0	0
		POLL		0	0	0	0	0	0
		POSTAL_BALLOT		0	0	0	0	0	0
		SUB TOTAL	17700	0	0	0	0	0	0
	PUBLIC-NON INSTITUTIONS	E-VOTING	18810963	7273	0.04	1844	5429	25.35	74.65
		POLL		0	0	0	0	0	0
		POSTAL_BALLOT		16095	0.09	16095	0	100	0
		SUB TOTAL	18810963	23368	0.12	17939	5429	76.77	23.23
	GRAND TOTAL		46117443	23368	0.05	17939	5429	76.77	23.23



*JSA*





8. In determining the validity or otherwise of the e-voting/postal Ballot Forms received, I have adopted the following criteria;
- Where the date and place has been left blank, the signed ballot has been treated as valid.
  - Where the number of shares column has been left blank, I have accounted for the holding for the purposes of either "Assent" or "Dissent" to the relevant resolution as indicate by the Member.
  - In cases of certain ballot forms and e-voting, members have exercised their voting rights by partially voting for assent/dissent. In such cases, the votes have been considered on the basis of votes cast and such ballot papers and e-voting have been included in valid postal ballot form and e-vote with both assent and dissent to the resolution respectively.
  - In respect of e-voting exercised by bodies corporate, institutional Members (FI/ Mutual Funds/Banks) etc., I have relied on the power of Attorney/Authorization/Board Resolutions as uploaded by them in the website of M/s. Cameo Corporate Service Limited and same were downloaded from the M/s. Cameo Corporate Service Limited.
9. The postal ballot and all other papers relating to postal ballot including voting by electronic means shall be under our safe custody till the Chairman considers approves and signs the Minutes and thereafter the same shall be returned to the company.

Therefore on considering both the E-Voting and Polling as detailed above,

**Special Resolutions no: 1, 2 and 3 has been passed with majority of votes.**

The Registers , all other papers and relevant records relating to e-voting shall remain in our safe custody until the Chairman considers , approves and signs the minutes of the aforesaid Annual General meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping .

Date :19<sup>th</sup> March 2017  
Place:Chennai

  
T. Balasubramanian  
Practicing Company Secretary  
C P No. 3402  
M. No. 7987



**Annexure-1**

**Annexure to combined scrutinizers report in respect of E-voting along with Postal Ballot form for passing special resolution**

**Resolution No: 1**

**1. Sale/Lease part of the undertaking of the Company**

To consider and, if thought fit, to pass the following resolution as Special Resolution through Postal Ballot.

“RESOLVED pursuant to Section 110,180(1) (a) of the Companies Act, 2013, Rule 22 of the Companies (Management And Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to approvals, if any, consent of the Shareholders of the Company be and is hereby accorded to authorise the Board of Directors of the Company and/or a Committee thereof, to sell / Lease a portion of land situate at No. 5 CMDA Industrial Estate, MM Nagar 603 209 on behalf of the Company”.

Mode	Total ballots received	Total votes polled	Total valid votes polled	Favour			Against			Invalid	
				Ballots	Votes	%	Ballots	Votes	%	Ballot	Votes
E-voting	20	27292053	27292053	13	27291452	99.9978	7	601	0.0022	0	0
Postal Ballot	6	16095	16095	6	16095	100	0	0	0	0	0
<b>Total</b>	<b>26</b>	<b>27308148</b>	<b>27308148</b>	<b>19</b>	<b>27307547</b>	<b>99.9978</b>	<b>7</b>	<b>601</b>	<b>0.0022</b>	<b>0</b>	<b>0</b>

  




**Resolution No: 2**

**To enter into Contract or Arrangement with Related party**

To consider and, it thought fit, to pass the following resolution as Special Resolution through postal ballot.

RESOLVED THAT pursuant to provisions of Section 188(1) of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rule 2014, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions if any, consent of the Company be and is hereby accorded to authorise the Board of Directors of the Company and/or a Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things in connection with selling a portion of land situate at No. 5 CMDA Industrial Estate, MM Nagar, and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

Mode	Total ballots received	Total votes polled	Total valid votes polled	Favour			Against			Invalid	
				Ballots	Votes	%	Ballots	Votes	%	Ballot	Votes
E-voting	20	27292053	7273	8	1844	25.354	8	5429	74.646	4*	27284780*
Postal Ballot	6	16095	16095	6	16095	100	0	0	0		
<b>Total</b>	<b>26</b>	<b>27308148</b>	<b>23368</b>	<b>14</b>	<b>17939</b>	<b>76.7674</b>	<b>8</b>	<b>5429</b>	<b>23.2326</b>	<b>4*</b>	<b>27284780*</b>

\*Votes of related parties has been treated as invalid for the purpose of resolution 2



**Resolution No: 3****To enter into Lease Agreement with Related party**

To consider and, it thought fit, to pass the following resolution as Special Resolution through postal ballot.

RESOLVED THAT pursuant to provisions of Section 188(1) of the Companies Act, 2013, Rule 22 of the Companies (Management and Administration) Rule 2014, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions if any, consent of the Company be and is hereby accorded to authorise the Board of Directors of the Company and/or a Committee thereof, to severally do or cause to be done all such acts, matters, deeds and things in connection with entering into Lease Agreement with Related Party for having City Office and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties and severally execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

Mode	Total ballots received	Total votes polled	Total valid votes polled	Favour			Against			Invalid	
				Ballots	Votes	%	Ballots	Votes	%	Ballot	Votes
E-voting	20	27292053	7273	8	1844	25.354	8	5429	74.646	4*	27284780*
Postal Ballot	6	16095	16095	6	16095	100	0	0	0		
Total	26	27308148	23368	14	17939	76.7674	8	5429	23.2326	4*	27284780*

\*Votes of related parties has been treated as invalid for the purpose of resolution no:3

