



SPEL Semiconductor Limited
Regd. Office : 5 CMDA Industrial Estate, MM Nagar 603 209
CIN : L32201TN1984PLC011434

To,
The Members of SPEL Semiconductor Limited

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of the Companies (Management and Administration) Rules 2014 (including any statutory enactments thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations as amended from time to time that the following resolution is proposed to be passed as Special Resolution by the Members of SPEL Semiconductor Limited, Corporate Identification Number L32201TN1984PLC011434 ("Company"), by way of postal ballot / e-voting

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".

2. To enter into Contract or Arrangement with Related party

To consider and, if 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."



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.”

By Order of the Board
For SPEL Semiconductor Limited

Place : Chennai
Date : Feb 10, 2017

S. S. Arunachalam
Company Secretary & Compliance Officer



Notes

The Explanatory Statement as required under Section 102 of the Companies Act, 2013 setting out the material facts in respect of the item of the business mentioned in the notice is annexed thereto.

The Notice is being sent to all the Members, whose name appear in the Register of Members / Register of beneficial owners as received from NSDL and CDSL on specified date for the purpose, being Feb 3, 2017 by modes as prescribed under Companies (Management and Administration) Rules, 2014. The Notice of the Meeting is also posted on the website of the Company, accessed with the web link on Feb 14, 2017.

The proposed special resolution together with the statement setting out the material facts, the reasons for the resolution and a Postal Ballot Form are being sent to the Members for their consideration and voting. Members are requested to send the Postal Ballot Form duly completed in all respects and signed, in the attached self-addressed postage pre-paid business reply envelope so as to reach the scrutinizer before 5.00 pm on Mar 17, 2017. Envelopes containing Postal Ballot Forms If deposited in person or sent by courier at the expenses of the Member(s) will also be accepted. Any Postal Ballot received from any Members beyond 5.00 pm on Mar 17, 2017 will not be valid and the voting shall be treated as invalid.

The resolution mentioned in this Notice shall be declared as passed if the number of votes cast in it favour (assent) are not less than three times the number of votes cast, if any, against (dissent) the said resolution by means of postal ballot including voting by electronic means and passing of the resolution shall be deemed to have been duly passed at the general meeting of the Company convened in that behalf.

As consented by Mr. T. Balasubramanian, a Practicing Company Secretary, Chennai the Company has appointed him as the Scrutinizer for conducting the Postal Ballot and Electronic Voting ("e-voting") process thereto in accordance with the provisions of the law and rules made there under in a fair and transparent manner.

The Company is pleased to offer its e-voting facility as an alternate to all its Members to enable them to cast their votes electronically instead of casting their vote through Postal Ballot Form. The Company has entered into an agreement with the Central Depository Services (India) Limited for facilitating e-voting to enable the Members to cast their votes electrically. If a Member has opted for e-voting then he / she should not cast his / her vote through physical postal ballot form and vice-a-versa. In case, a Member cast his / her votes through e-voting and also through postal ballot form, then voting done through e-voting shall prevail and voting received through postal ballot form shall be treated as invalid.



The procedure and instructions for voting through electronic means are as follows :

- (i) The voting period begins on 15th February 2017 on 9.00 AM and ends on 17th March 2017 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 03rd February 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.



Dividend Bank Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy
Details format) as recorded in your demat account or in the company records
OR Date of in order to login.
Birth (DOB)

If both the details are not recorded with the depository or company
please enter the member id / folio number in the Dividend Bank details
field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians



Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

The Scrutinizer after his scrutiny will submit his report to the Chairman / Director of the Company and the results of voting along with the report of the Scrutinizer shall be declared by displaying it on the website of the Company on Mar 21, 2017.

Explanatory Statement

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

In order to augment the production capacity, and to withstand the competition, Company needs to make further investments in capital expenditure. Management had approached bankers/ FIs since 2014 and they are not willing to fund our expansion proposal. It is being increasingly difficult to continue the operations as the Company has reported a loss of ₹23.62Cr in FY 2015-16. The Board at its meeting held on May 30, 2016 considered this situation and provided an alternate solution for capacity expansion i.e., to sell / lease a portion of barren land, which is not being utilized for any activities of the Company. The Board of Directors recommends the resolution set forth in item No. 1 for approval of the Shareholders as a Special Resolution.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the resolutions under Item No. 1 as set in this Notice.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

2 Contract or arrangement with Related party

When the Company was unable to secure the deal with outsiders, due to prevailing sluggish real market conditions, Promoters will be approached to buy the above land. They have also to revive the Company from the present state of affairs. Since the sale may also conclude with some related

parties, as an abundant caution approval pursuant to provisions of Section 188(1) of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014, is sought for. As per the above proviso the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Special Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Accordingly, the Board of Directors of the Company based on the recommendations of the Audit Committee, considered this at its meeting held on Feb 9, 2017, and commended this to Shareholders for their approval. Promoters / PAC are the Trustees of ACM Medical Trust and ACM Educational Trust. Further as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, all material related party transactions shall require approval of the shareholders through special resolution. Accordingly, the approval of the shareholders by way of Special Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 to enable the Company to enter into related Party Transactions in one or more tranches. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Related party transactions U/s 188(1) of Companies Act 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015	ACM Medical Trust and ACM Educational Trust
Relationship	Promoter/PAC of the Company is a Trustee
Material Transaction	Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties**
Name of the Directors interested	No Directors is interested
Manner of determining the price	Not below the Market price

**At market value for each such transaction in compliance with applicable laws

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in item No. 2 for approval of the Shareholders as a Special Resolution.



Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the resolutions under Item No. 2 as set in this Notice.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

3. To enter into Lease Agreement with Related party

Since the Company requires a City Office for its day to day operations with Banks/ Government Offices the Management is planning to enter into Lease Agreement with Sri Ambal Trust.

As the Trustees of the above Trust are considered to be relative pursuant to Section 188(1) of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 is sought for. As per the above proviso the Related Party Transactions as mentioned in clause (a) to (g) of the said Section require a Company to obtain prior approval of the Board of Directors and subsequently the Shareholders of the Company by way of Special Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Promoters / PAC are the Trustees of the Trust.

Further as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, all material related party transactions shall require approval of the shareholders through special resolution. The Board of Directors of the Company based on the recommendations of the Audit Committee, considered this at its meeting held on Feb 9, 2017, and commended this to Shareholders for their approval. Accordingly, the approval of the shareholders by way of Special Resolution is sought under Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 to enable the Company to enter into related Party Transactions. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Related party transactions U/s 188(1) of Companies Act 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015	Sri Ambal Trust
Relationship	Promoter/PAC of the Company is a Trustee
Material Transaction	11 months Lease Agreement with an option to extent further with mutual consent.

Name of the Directors interested	No Directors involved
Manner of determining the price	At the current market price prevailing in that area

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in item No. 3 for approval of the Shareholders as a Special Resolution.

Your approval is sought by voting through Postal Ballot or through e-voting as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the resolutions under Item No. 3 as set in this Notice.

None of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board
For SPEL Semiconductor Limited

Place : Chennai
Date : Feb 10, 2017

S. S. Arunachalam
Company Secretary & Compliance Officer



SPEL Semiconductor Limited

Regd. Office : 5 CMDA Industrial Estate, MM Nagar 603 209

CIN : L32201TN1984PLC011434

Postal Ballot Form

1. Name(s) of Member(s) :
including Joint-holders, if any
2. Registered address of the :
Sole/ First named Member
3. Registered folio No./ :
DIP ID No. & Client ID No.
(Applicable to Member(s) holding
shares in Dematerialised form)
4. Number of shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Notice, dated 10th February, 2017 by sending my/our assent or dissent to the said resolution by placing the tick (v/) mark at the appropriate box below:

Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1. To Sell / Lease part of the undertaking of the Company			
2. To enter into Contract or arrangement with Related party			
3. To enter into Lease Agreement with Related party			

Place :

Date :

Signature of the Member

Please read the instructions overleaf



Instructions

A Member desiring to exercise vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier at the expense of the Member will also be accepted.

The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

The Postal ballot form should be completed and signed by the Member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member.

Unsigned Postal Ballot Form will be rejected.

Duly completed postal ballot form(s) should reach the Scrutinizer not later than the close of working hours (17.00 hrs.) on Mar 17, 2017. Postal Ballot form received after this date will be strictly treated as if the reply from the Member has not been received.

A Member may request for a duplicate postal ballot form, if so required. However the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified above.

Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member on the date of dispatch of the notice.

In case of Companies, Trusts, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board resolution / authority to the person voting the postal ballot form.

In case Power of Attorney holders sign the postal ballot form, reference of Power of Attorney registration by the Company should be mentioned in the postal ballot form.

Members are requested not to send any other paper along with the postal ballot form in the enclosed self addressed Business Reply envelope. Any extraneous paper found in such envelope will not be acted upon.
