



Sep 30, 2019

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

Dear Sirs,

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

We wish to inform you that the 34th Annual General Meeting (AGM) of the Company was held on Sep 28, 2019 at 3.30 pm at No.5 CMDA Industrial Estate, Maraimalai Nagar 603 209. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 AGM through electronic voting (e-voting) during the period commencing from Sep 25, 2018 at 9.00 am IST to Sep 27, 2018 at 5.00 pm IST.

Further, the Company provided voting facility at the AGM venue through a physical ballot for those who had not exercised e-voting.

We enclose the consolidated voting results in the prescribed format along with Scrutinizer's Report for e-voting and Poll conducted physically through ballot forms at the AGM venue.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

Yours faithfully,
For SPEL Semiconductor Limited

S. S. Arunachalam
Company Secretary & Compliance Officer

Encl.: As above



Details of Voting Results in respect of the 34th Annual General Meeting of Company pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015

I.	Date of the Annual General Meeting:	Sep 28, 2019
II.	Total Number of shareholders on Record date :	28,873
III.	No. of shareholders present in the meeting either in person or through proxy	
	Category	Nos.
	- Promoters and Promoter Group (By Proxy)	4
	- Public	Physically attended = 50 Through Proxy = Nil
IV.	No. of shareholders attending the Meeting through Video Conferencing	No video conferencing

1. Adoption of Audited Financial Statements for the Financial Year ended Mar 31, 2019 and Reports of the Board of Directors and the Auditors thereon
2. Re-appointment of Mr. K. Ravikumar, as the Director, liable to retire by rotation
3. Ratification of appointment of Mr. K. Nandhiswaran, Chartered Accountant, as Statutory Auditor of the Company.
4. Appointment of Mr. N. Suryanarayanan as Independent Director
5. Re-appointment of Mr. D Balakrishanan, as Whole Time Director.
6. Renewal of Non-Convertible Debenture issued on Private Placement Basis and re- appointment of SBICAP Trustee Company Limited as the Trustee for Non- Convertible Debenture

Yours faithfully,

For SPEL Semiconductor Limited

S. S. Arunachalam
Company Secretary & Compliance Officer

T.BALASUBRAMANIAN

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

Company Secretary

Date: 28/09/2019

To,
The Chairman,
M/s. SPEL Semiconductor Limited,
5 CMDA Industrial Estate,
MM Nagar (Chennai) 603 209, India.

SCRUTINIZER'S REPORT

Report to the Chairman of M/s. SPEL Semiconductor Limited, a Company incorporated under the Companies Act, 1956, and having its Registered Office, 5 CMDA Industrial Estate, MM Nagar (Chennai) 603 209, India, hereinafter referred to as "the Company", on the E-voting concluded on 27th September, 2019 and Polling conducted at the Annual General meeting held on 28th September, 2019 to pass Five (5) Ordinary Resolutions & One (1) Special Resolution as contained in the Notice dated 29th May, 2019, for the 34th Annual General Meeting held on 28th September, 2019.

1. I was appointed as a Scrutinizer by the Company on 29th May 2019 in terms of the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 to conduct E-voting and polling. The details of the resolutions contained in the Notice of the Annual General Meeting are given in Annexure 1.

2. The E-voting members voted through www.evotingindia.com following the procedure as stated in the Notice dated 29th May, 2019. The E-voting period commenced 9.00 am on Sep 25, 2019 and concluded at 5.00 pm on Sep 27, 2019. The E-voting members conveyed their assent or dissent, as the case may be, electronically on E-voting platform provided by CDSL, before 5.00 pm on Sep 27, 2019 in respect of Five (5) Ordinary resolutions & One (1) Special Resolution as set out in the Notice dated 29th May, 2019.

3. The polling was conducted at the Annual General Meeting held on 28th September, 2019. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence and witnessed by two shareholders, with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and witnessed by two other shareholders. Thereafter the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



4. VOTING

i) E-Voting

In the E-voting, 27497205 votes were casted and 99.997% votes were in favour of the ordinary resolutions No. 1, 2, 3, 4 99.961% votes in favour Ordinary Resolution No 5 & Special Resolution 6

Resolution No.	Votes in favour of Resolution		Votes against the Resolution		Total No. of Votes
	No of Votes	Percentage*	No. of Votes	Percentage	
1.	27496565	99.997	640	0.003	27497205
2.	27496565	99.997	640	0.003	27497205
3.	27496565	99.997	640	0.003	27497205
4.	27496565	99.997	640	0.003	27497205
5.	27486565	99.961*	640	0.039	27487205
6.	27496565	99.997	640	0.003	27497205

Based on this, I report that the 5(Five) Ordinary & 1(One) Special Resolutions as contained in the said Notice have been passed.

*10000 shares was removed in the e-voting due to the vote casted by the interested party.



ii) Polling

The Total number for polling was 10 (10 person and 0 proxy) amongst the person present.

Details of Polling for Ordinary Resolutions are:

Resoluti on Number	Valid polls	Number of Vote For		%of votes	Number of Vote Against		%of votes
		No. of Share holder s	No. of votes polled		No. of Share holder s	No. of votes polled	
1.	10	10	1802	100	0	0	0
2.	10	10	1802	100	0	0	0
3.	10	10	1802	100	0	0	0
4.	10	10	1802	100	0	0	0
5.	10	10	1802	100	0	0	0
6.	10	10	1802	100	0	0	0

Based on this, I report that the 5(Five) Ordinary & 1(One) Special Resolutions as contained in the said Notice have been passed.

iii) Consolidation of E-Voting and Polling

The following are the consolidated results of poll conducted through both E-voting and Polling resolution wise:-




Final Results

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

Ordinary Resolutions 5 (Five) & Special Resolution 1(One) have 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 .

Thanking you,
Yours faithfully



T. BALASUBRAMANIAN
Practising Company Secretary,
C.P.No. 3402

LIST OF RESOLUTIONS

Resolution no.1: Adoption of Financial Statements

"To receive, consider and adopt the Balance Sheet as at Mar 31, 2019 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, together with the Reports of the Directors and the Auditors thereon."

Resolution no.2: Retirement by Rotation

"To appoint a Director in place of Mr.K. Ravikumar, who retires by rotation and being eligible, offers himself for re-appointment."

Resolution no.3: Ractification of Auditors

"Resolved that pursuant to provisions of Section 139 of the Companies Act, 2013, and Rules thereunder re-appointment of Mr. K. Nandhiswaran, Chartered Accountant (M.No.207644), as Statutory Auditor of the Company to hold office from the conclusion of this AGM to the conclusion of the 4th consecutiveAGM, be and is hereby ratified"

SPECIAL BUSINESS: ORDINARY RESOLUTION

Resolution no.4: Appointment of Mr. S. Chandramohan as Independent Director

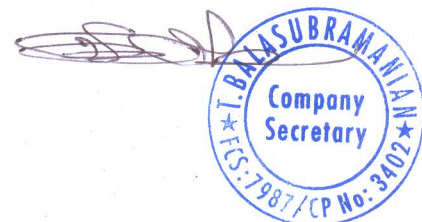
To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"Resolved that in accordance with the provisions of Sections 149, 150, 152 and applicable provisions of the Companies Act, 2013 ("Act") thereunder read with Schedule IV to the Act as is current at any time, Mr. S. Chandramohan, (holding DIN 00052571), as Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and is eligible for appointed as an Independent Director of the Company with effect from Feb 11, 2019 and upto Feb 10, 2024, not liable to retire by rotation."

Resolution no.5: Re-appointment of Mr. D. Balakrishnan, as Whole Time Director

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"Resolved that subject to the provisions of Section 2(94), 196, 197, 198 and 203 and other



applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and Rules, consent of the Company be and is hereby accorded to the re-appointment of Mr. D. Balakrishnan as Whole Time Director of the Company from Aug 1, 2019 to Jul 31, 2024 on the terms and conditions as specified in the statement pursuant to Section 102(1) of the Companies Act, 2013 to this Notice as under:

- a. Remuneration Rs 22,14,060/-
- b. Remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.
- c. Perquisites: Rs 15,000/-
- d. Telephone & Mobile phone expenses including payment for local calls and long distance calls incurred for business purposes of the Company to as per company rules.

"Resolved further that the Board of the Committee of Directors be and are hereby authorized to modify, the terms and conditions and remuneration, during the tenure of his office ".

"Resolved further that the Board of Directors and the Company Secretary be and are hereby authorized to do all acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution"

SPECIAL BUSINESS: SPECIAL RESOLUTION

Resolution no. 6 Renewal of Non-Convertible Debenture issued on Private Placement Basis and re-appointment of SBICAP Trustee Company Limited as the Trustee for Non-Convertible Debenture

To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"Resolved that pursuant to Section 42 and 71 of the Companies Act, 2013 ("the Act) read with Rule 14 (2) Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies Share Capital and Debentures Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to the 117 (ii) provisions of Articles of Association of the Company, and subject to such other approvals as may be required from time to time, consent of the Board be and is hereby accorded, to renew Secured or Unsecured, Non-Convertible Debentures on private placement basis.



"Resolved further that under the provisions of Section 179 (3) (c) of the Companies Act, 2013 and Companies Share Capital and Debentures Rules 2014, the Board of the Company be and is hereby authorized to renew Non-convertible Debenture in favour of Dr. A. C. Muthiah and Mrs. Devaki Muthiah amounting to Rs.3.5 Crores each in lieu of unsecured loan of Rs.7 Crores received from them".

"Resolved that under the provisions of Section 179 (3) (f) of the Companies Act, 2013 and Companies Share Capital and Debentures Rules 2014, the Board of the Company be and is hereby authorized to create securities in relation to the renewal of the above Non-Convertible Debentures"

"Resolved further that in connection with the above, SBICAP Trustee Company Limited, Mumbai, be re-appointed as the Trustee for this purpose and Mr. D. Balakrishnan, Director & CEO or Mr. S. S. Arunachalam, CS&CO be and is hereby severally authorized to do all such acts, deeds matters and things as may be deemed necessary."

"Resolved further that the Common Seal of the Company be affixed in the Non-convertible Debenture in the presence of any two of the Directors and Secretary of the Company"

Place: Chennai
Date: 28/09/2019



T. BALASUBRAMANIAN,
Practising Company Secretary,
C.P. No. 3402

Resolution: 1

Adoption of Audited Financial Statements for the financial year ended Mar 31, 2019 and reports of the Board of Directors and the Auditors thereon.

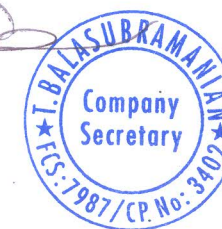
Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?								
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF 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
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	27288780	27284780	99.99	27284780	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	19200	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	19200	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	18809463	212425	1.13	211785	640	99.7	0.3
	POLL		1802	0	1802	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	18809463	214227	1.13	213587	640	99.7	0.3
GRAND TOTAL		46117443	27499007	59.63	27498367	640	100	0



Resolution: 2

Retirement by Rotation of Mr. K. Ravikumar as the Director, liable to retire by rotation.

Resolution Required:(Ordinary/Special)				Ordinary 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
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	27288780	27284780	99.99	27284780	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	19200	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	19200	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	18809463	212425	1.13	211785	640	99.7	0.3
	POLL		1802	0	1802	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	18809463	214227	1.13	213587	640	99.7	0.3
GRAND TOTAL		46117443	27499007	59.63	27498367	640	100	0



Resolution : 3

Re-appointment of Mr. K. Nandhiswaran, Chartered Accountant, as Statutory Auditor of the Company

Resolution Required:(Ordinary/Special)				Ordinary 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	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL	27288780	27284780	99.99	27284780	0	0	0
PUBLIC-INSTITUTIONS	E-VOTING	19200	0	0	0	0	100	0
	POLL		0	0	0	0	0	
	POSTAL_BALLOT		0	0	0	0	0	
	VENUE-VOTING		0	0	0	0	0	
	SUB TOTAL	19200	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	18809463	212425	1.13	211785	640	99.7	0.3
	POLL		1802	0	1802	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	18809463	214227	1.13	213587	640	0	0
GRAND TOTAL		46117443	27499007	59.63	27498367	640	99.7	0.3
						640	100	0



Resolution: 4

Appointment of Mr. S. Chandramohan as Independent Director

Resolution Required:(Ordinary/Special)				Ordinary 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
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	27288780	27284780	99.99	27284780	0	100	0
PUBLIC-INSTITUTIONS.	E-VOTING	19200	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	19200	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	18809463	212425	1.13	211785	640	99.7	0.3
	POLL		1802	0	1802	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	18809463	214227	1.13	213587	640	99.7	0.3
GRAND TOTAL		46117443	27499007	59.63	27498367	640	100	0



Resolution: 5

Re-appointment of Mr. D. Balakrishnan, as Whole Time Director

Resolution Required:(Ordinary/Special)				Ordinary 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	99.25	27284780	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	27288780	27284780	99.25	27284780	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	19200	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT.		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	19200	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	18809463	202425*	1.08	201785	640	99.68	0.32
	POLL		1802	0	1802	0	100	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	18809463	204227	1.08	203587	640	99.68	0.32
GRAND TOTAL		46117443	27489007	59.60	27488367	640	100	0

*10000 shares was removed in the e-voting due to the vote casted by the interested party.



Resolution: 6

Renewal of Non-Convertible Debenture issued on Private Placement Basis and re-appointment of SBICAP Trustee Company Limited as the Trustee for Non-Convertible Debenture

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
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	27288780	27284780	99.99	27284780	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	19200	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	19200	0	0	0	0	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	18809463	212425	1.13	211785	640	99.7	0.3
	POLL		1802	0	1802	0	100	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	18809463	214227	1.13	213587	640	99.7	0.3
GRAND TOTAL		46117443	27499007	59.63	27498367	640	100	0

