



Aug 28, 2024

BSE LIMITED
Department of Corporate Affairs
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai-400001

Dear Sir/Madam,

Scrip Code: 517166

Sub: **Proceedings of the 39th Annual General Meeting of SPEL Semiconductor Limited held on Aug 28, 2024 through Video Conferencing (VC) — Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

This is to inform you that the 39th Annual General Meeting (AGM) of the Company was held on Wednesday, the Aug 28, 2024 through video conferencing (VC) to transact the business as set out in the Notice of the 39th Annual General Meeting circulated to the members of the Company.

In this regard, we enclose a summary of proceedings of the 39th AGM.

We request you to take the above information on your record.

Thanking you,
Yours sincerely,

Thanking You,
Yours faithfully
For SPEL Semiconductor Limited

P. Balamurugan
Whole-Time Director

SPEL Semiconductor Limited

CIN : L32201TN1984PLC011434
5 CMDA Industrial Estate MM Nagar (Chennai) 603 209 India
eMail : info@natronix.net
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Certified copy of Summary of Proceedings of the 39th Annual General Meeting of the Members of SPEL Semiconductor Limited ('Company') Held on Wednesday, Aug 28, 2024 at 3.00 PM Through Video Conferencing ('VC') / other Audio Visual Means ('OVAM')

1. Pursuant to Regulation 30 read with Para A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), it is hereby informed that the 39th Annual General Meeting ("AGM") of SPEL Semiconductor Limited ("Company") was duly held on Aug 28, 2024 at 03.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

2. Ms. Nupur Garg, Company Secretary & Compliance Officer welcomed the Directors, Members and Invitees present to the 39th Annual General Meeting of the Company being held through VC/OAVM and apprised the Members regarding the procedure to be followed at the Meeting. She then requested Mr. Swaminathan Chandramohan Independent Director and Chairman to occupy the chair and take forward with the proceedings of the Meeting.

3. Mr. Swaminathan Chandramohan, Independent Director and Chairman, Chaired the Meeting.

4. The Chairman called the Meeting to order as requisite quorum was present. He welcomed the Members, Directors and other Invitees present and introduced the Directors, the Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee and the Statutory Auditors and Secretarial Auditors attending the Meeting.

5. With the consent of the Members present at the Meeting, the Notice convening the 39th Annual General Meeting and the Statutory Auditors' Report on the Financial Statements for the Financial year ended Mar 31, 2024 was taken as read.

6. The Chairman delivered his speech and briefed the Members on the operational and Financial performance of the Company for the Financial year ended Mar 31, 2024 and outlined the Company's operational plans and strategies. He expressed confidence that the Company's performance would further improve in the current year.

7. The Chairman thereafter informed that the Meeting was held through VC/OAVM in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

8. The Chairman further informed the Members that pursuant to the provisions of the Companies Act, 2013, the Rules framed there under and the SEBI (LODR) Regulations, 2015 the Company had provided the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced on Sunday, Aug 25, 2024 at 10.00 A.M. (IST) and concluded on Tuesday, Aug 27, 2024 till 5.00 p.m. (IST).

9. He further informed that Members who were present at the AGM and not cast their vote electronically through remote e-voting shall be provided with an opportunity to cast their votes through e-voting during the Meeting.

10. The Company appointed Mr. N. Ramanathan, Designated Partner, S. Dhanapal & Associates LLP as the Scrutinizer to supervise the remote e-Voting and e-Voting process during the AGM and to scrutinize the remote e-voting under Section 108 of the Companies Act, 2013 and e-voting system in a fair and transparent manner. The Scrutinizer shall submit his report in the prescribed manner

within 48 hours of the conclusion of the meeting and the same shall be submitted to the BSE Limited and will also be put up on the Company's website.

11. The Chairman invited comments and questions from the Members, who had registered themselves as Speakers. Queries raised by the Members with respect to business performance and operations, etc., were answered by the Chairman.

12. Thereafter, the following businesses were transacted at the 39th Annual General Meeting:

S.No.	Businesses	Resolution Type
1.	Adoption of Financial Statements	Ordinary Resolution
2.	Appointment of a Director in the place of Mr. Palanichamy Balamurugan (DIN: 07480881) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary Resolution
3.	Appointment of Ms. Meenakshi Jayakumar (DIN: 10680038) as Non-Executive/Non-Independent Director of the Company	Special Resolution
4.	Appointment of Mr. Swaminathan Chandramohan (DIN: 00052571) as an Independent Director for a second period of five years	Special Resolution
5.	Appointment of Mr. Venkatesh Ramanujam (DIN: 07242631) as an Independent Director for a period of five years	Special Resolution
6.	Approving the modification in the terms of Debenture by altering the nature of Debentures from Non-convertible Debentures to Convertible Debentures and alteration in Debenture trust deed thereon and on Debenture Trustee and to convert Convertible Debentures into Non Convertible cumulative Preference Shares of the Company	Special Resolution
7.	Issuance of preference shares by converting 6,00,00,000 (Rs. Six crores only) of unsecured loan borrowed from Mr. A.C.Muthiah	Special Resolution
8.	Cancellation of unissued equity shares and simultaneously creating preference shares by passing the resolution	Special Resolution
9.	Amendment of Memorandum of Association of the Company	Special Resolution

13. The members were informed that the e-voting facility had commenced and the consolidated voting results cast through remote e-voting and e-Voting at the Annual General Meeting on all resolutions once finalized shall be communicated to the Stock Exchange and also placed on the Company's website after receiving the Report from the Scrutinizer within 48 hours of conclusion of the Annual General Meeting of the Company.

14. The P. Balamurugan, Whole-Time Director thanked the Directors, Members and all the Invitees for attending the Meeting.



15. The Chairman thereafter declared the meeting as concluded at 03.45 PM.

Kindly take the above intimation on record.

For SPEL SEMICONDUCTOR LIMITED

A handwritten signature in black ink, appearing to read "P. Prady", followed by a horizontal line.

**PALANICHAMY BALAMURUGAN
WHOLETIMEDIRECTOR
(DIN:07480881)**

SPEL Semiconductor Limited

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