



Apr 2, 2018

To,  
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 the resolution 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 Mar 2, 2018 12.00 Noon IST to Mar 31, 2018 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

**T.BALASUBRAMANIAN**

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

Company Secretary

**SCRUTINIZER'S REPORT**

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies)  
(Management and Administration) rules, 2014

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

Dear Sir,

**Sub: Scrutinizer's Report on the Postal Ballot & E-voting process in pursuant to the provisions of Section 110 of the Company Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended as on date.**

Pursuant to the resolution passed by the Board of Directors of M/s. SPEL Semiconductor Limited (hereinafter referred to as "the Company") held on February 26, 2018, I have been appointed as Scrutinizer to scrutinize the process of e-voting for postal ballot and to receive, process and scrutinize the postal ballot forms, in respect of special resolutions as circulated in the postal ballot notice dated February 26, 2018.

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and physical postal ballot forms on the resolutions contained in the postal ballot notice dated February 26, 2018.

Our responsibility as a scrutinizer for the voting process is restricted to make a scrutinizer report of the votes cast "in favour" or "against" the resolution based on the postal ballot forms submitted by the shareholders of the Company and on the reports generated from the e-voting system provided by M/s. Cameo Corporate Services Limited, the authorized service provider, for extending the facility of electronic voting to the shareholders of the Company.

I issue this combined scrutinizer report in respect of e-voting for postal ballot along with votes casted through postal ballot forms. The result of e-voting along with Postal Ballot Forms is annexed with reports as an **Annexure I**.

  


**New No.2, Old No.33, 2nd Cross Street, West CIT Nagar, Chennai - 600 035.**

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**Email : leadcs@gmail.com**

Accordingly, I submit our report as under:

1. As confirmed by the Company, the Company has completed the dispatch of Notice on 26/02/2018 to the members whose name(s) appeared on the Register of members as on cut-off date i.e. February 9, 2018.
2. The Company has issued a Public Advertisement for notice to the members of the Company in two Newspapers namely "Trinity Mirror", an English Newspaper having nationwide circulation in English Language and Makkal Kural, local circulating Regional Newspaper in Tamil Language as being the principal Regional Newspaper.
3. The Company has offered voting facility either through e-voting or postal ballot forms to all the Equity Shareholders who are the shareholders as on the cut-off date.
4. The E-Voting and voting through postal Ballot were commenced form March 02, 2018 at 12.00 noon, and ended on March 31, 2018 at 5:00 p.m.
5. The Votes cast through E-voting as on March 31, 2018 at 5:00 p.m. was reported to us by M/s. Cameo Corporate Services Limited vide their letter dated March 31, 2018.
6. A summary of the postal ballot forms and electronic voting confirmation (E-votes) received for the special resolution given in the notice referred to above, seeking members approval is as under:

Sl. No.	Description	No. of members Participated	No. of votes cast
1.	Postal Ballot forms received (physical)	Nil	Nil
2.	E-voting confirmation	18	27361938
	<b>TOTAL</b>	<b>18</b>	<b>27361938</b>

7. There after considering e-voting and voting through postal Ballot, the combined Result of the voting is as per annexure. The detail containing inter alia, list of Equity shareholders, who voted "For", or "against", on the resolution that were put to vote, and whose votes invalid, were generated through the e-voting website of Cameo corporate Services Limited and is based on such report so generated.



8. In determining the validity or otherwise of the e-voting/postal Ballot Forms received, I have adopted the following criteria;
- a. Where the date and place has been left blank, the signed ballot has been treated as valid.
  - b. 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.
  - c. 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.
  - d. In respect of e-voting exercised by bodies corporate, institutional Members (Fill/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.

I hereby report that the special Resolution as mentioned in the Notice stands approved, under E-voting and voting through postal Ballot, with the requisite majority.

Date:31/03/2018  
Place:Chennai

  
T. Balasubramanian  
Company Secretary  
FCS 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**

**Sale of business undertaking by way of Slump Sale as "Going Concern" to its Wholly Owned Subsidiary (WOS) Company**

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

"RESOLVED THAT 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) consent of the Shareholders of the Company be and is hereby accorded to transfer / sell the Company's Assembly and Test Business by way of Slump Sale as a Going Concern to its Wholly Owned Subsidiary Company (along with all the Employees, Assets and Liabilities pertaining to the said business including all licences, permits, approvals, consents, contracts whatsoever) at a consideration of not less than its book value and with effect from such date as the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) may deem fit subject to approval of statutory authorities, if any".

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do and to delegate all such acts, deeds, matters and things as may be necessary or expedient without further referring to the Members of the Company, including finalizing / determining the effective date, terms and conditions of the transfer by way of Slump Sale of the Assembly and Test business of the Company, methods and modes in respect thereof, finalizing and executing the necessary assignment / conveyance / business transfer

  


documents, business valuation, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals / consents with the concerned regulatory / statutory authorities etc.,”

RESOLVED FURTHER THAT, parent company will act for and on behalf of the wholly owned subsidiary till completion of entire formalities of transfer

Mode	Total ballots received	Total votes polled	Total valid votes polled	Favour			Against			Invalid	
				Ballots	Votes	%	Ballots	Votes	%	Ballot	Votes
E-Voting	18	27361938	27361938	11	27361313	99.9977	7	625	0.0023	0	0
Postal Ballots received	0	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	<b>18</b>	<b>27361938</b>	<b>27361938</b>	<b>11</b>	<b>27361313</b>	<b>99.9977</b>	<b>7</b>	<b>625</b>	<b>0.0023</b>	<b>0</b>	<b>0</b>

  
