

**BSE Limited**

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**Scrip Code: 517166**

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**Sub: Notice of Postal Ballot (Including Remote e-Voting) – Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (“Listing Regulations”)**

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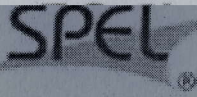
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**FOR SPEL Semiconductor Limited**



**Sankaranarayanan Sivaraman (FCS 2918)**  
**Company Secretary**



**SPEL Semiconductor Limited**  
an IC Assembly & Test Company

CIN: L32201TN1984PLC011434

Reg Office: No. 5, CMDA Industrial Estate, Maraimalai Nagar, Tamil Nadu - 603209

Email ID: [ca@spel.com](mailto:ca@spel.com) || Ph: 04447405300 ||

Website: [www.natronix.net/SPEL.html](http://www.natronix.net/SPEL.html)

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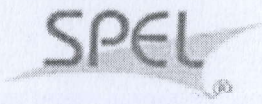
### POSTAL BALLOT NOTICE

*(Pursuant to Section 110 of the Companies Act, 2013 and Rules made thereunder),*

Dear Member(s),

1. NOTICE of Postal Ballot ("Notice") is hereby given to the Members of SPEL Semiconductor Limited ("the Company") pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ("Secretarial Standard-2") (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), read with General Circular no. 14/2020 dated Apr 8, 2020, General Circular no. 17/2020 dated Apr 13, 2020 and General Circular no. 11/2022 dated Dec 28, 2022 read with other relevant circulars issued by the Ministry of Corporate Affairs, Government of India in the backdrop of Covid19 pandemic (collectively referred to as "MCA Circulars") and/or any other applicable law, rules or regulations for the time being in force, to transact the item of special business, as set out in this Postal Ballot Notice and to seek approval of the Members through voting by electronic means ("remote e-voting") for the below item.

In view of the extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of



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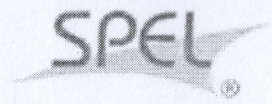
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the MCA Circulars, has advised the companies to take all decisions requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made there under, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot up to September 30, 2023, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and prepaid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company proposes to obtain the consent of the members by way of Postal Ballot for the matters as appended below. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts and the reasons for the proposed Resolution is also annexed.

You are requested to peruse the proposed Resolution along with its Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.



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## **SPECIAL BUSINESS:**

Item No. 1: APPOINTMENT OF M/S. VENKATESH & CO., CHARTERED ACCOUNTANTS (FRN:004636S) AS STATUTORY AUDITORS TO FILL THE CASUAL VACANCY CAUSED BY THE RESIGNATION OF MR. K. NANDHISWARAN (M.NO. 207644)

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Venkatesh & Co., Chartered Accountants (FRN:004636S) be and are hereby appointed as Statutory Auditors of the company to fill the casual vacancy caused by the resignation of Mr. K. Nandhiswaran (M.NO. 207644) vide resignation letter dated 15.05.2023, to audit the books of accounts of the company for the financial year 2022-23 and to hold office until conclusion of the forthcoming Annual General Meeting.”

**“RESOLVED FURTHER THAT** Board be and is hereby authorized to decide and finalize the terms and conditions of their appointment and to fix the remuneration of Statutory Auditors of the Company, in addition to reimbursement of out-of-pocket expenses.”

**“RESOLVED FURTHER THAT** the Directors of the company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution including filing of returns and intimations with the Registrar of Companies, Chennai, BSE and SEBI as may be required.”

**By order of the Board**

**For SPEL SEMICONDUCTOR LIMITED**

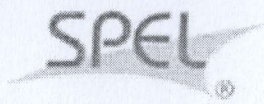
  
**P. BALAMURUGAN**

**WHOLE-TIME DIRECTOR**

**DIN: 07480881**

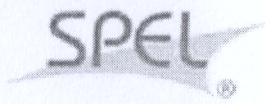
**Date: 25<sup>th</sup> May 2023**

**Place: Chennai**



Notes:

1. Explanatory Statement setting out all the material facts concerning the proposed special business and reasons thereof pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are annexed to this Notice. Further, the relevant details with respect to Item No. 1 pursuant to the Companies Act, 2013, respective Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are also annexed.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories 1.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as at the closing hours of business on 19<sup>th</sup> May 2023 in accordance with the provisions of the Companies Act, 2013, read with Rules made there under and Ministry of Corporate Affairs, Government of India's General Circular No. 17/2020 dated April 13, 2020.
3. In terms of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') as amended from time to time, the Company is pleased to offer remote e-voting facility to all the members of the Company. The Company has appointed **Central Depository Services (India) Limited** (hereinafter referred to

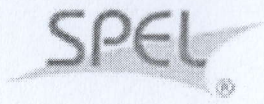


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as "CDSL") for facilitating e-voting to enable the members to cast their votes electronically (hereinafter referred to as the "Remote e-voting").

4. This Postal Ballot Notice will also be available on the Company's website at [www.spel.com](http://www.spel.com), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of CDSL at [www.cdsl.com](http://www.cdsl.com).
5. Members would be able to cast their votes and convey their assent or dissent to the resolutions only through the remote e-voting process. Members whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of e-voting.
6. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. 25<sup>th</sup> June 2023 in terms of Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English National daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Chennai.
9. In compliance with Sections 108 and 110 of the Companies Act, 2013 read with



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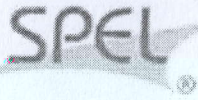
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resolutions proposed to be passed at the EGM, by electronic means. The instructions for e-voting are given in this Notice. eVoting will commence on 27<sup>th</sup> May 2023 at 10.00 A.M. and will end on 25<sup>th</sup> June 2023 at 5.00 P.M. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system. E-Voting shall not be allowed beyond the said time & date.

10. The Company has appointed Mr. N. Ramanathan, Partner of M/s. S. Dhananal & Associates, Chartered Accountants, Chennai (SPEL advised) as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The Scrutinizer shall affirm the receipt of assent or dissent of the Members on or before 25<sup>th</sup> June 2023 and after the completion of his Scrutiny, submit his report to the Chairman of the Company on 26<sup>th</sup> June 2023. The Result shall be announced by the Chairman of the Company on 26<sup>th</sup> June 2023 at Company's Registered Office and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot forms i.e. 25<sup>th</sup> June 2023 issued by ICSI i.e. 25<sup>th</sup> June 2023 will be taken to be date of passing the resolution.

12. The results of the postal ballot will be placed on the Company's website at [www.spel.com](http://www.spel.com) and CDSL at [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to the Stock Exchange where the shares of the Company are listed i.e. BSE in accordance with the provisions of SEBI Listing Regulations.

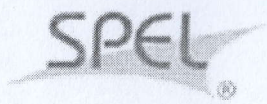


**13. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The E-Voting period begins on 27<sup>th</sup> May 2023 at 10:00 A.M. and ends on 25<sup>th</sup> June 2023 at 5:00 P.M. 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 19<sup>th</sup> May 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, listed entities are required to provide remote e-voting facility to its ~~shareholders, in respect of all shareholders resolutions.~~

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential through**



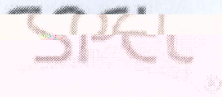
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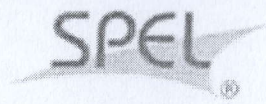
Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.

Pursuant to the above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	Users who have opted for CDSL Easy / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easy / Easiest are <a href="https://web.cdslindia.com/roveasi/home/login">https://web.cdslindia.com/roveasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select Yes



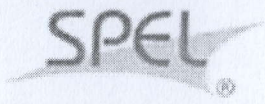
	<p>available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile number &amp; E-mail Id as recorded in the Demat Account. After successful authentication, user will be able to see thee-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access toe-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register</p>



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	<p>Online for IDEAS Portal Link at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL:<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder/Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will



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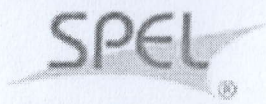
**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdsiindia.com">helpdesk.evoting@cdsiindia.com</a> or contact at 022-23058738 and 22-23058542-43
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no: 1800 1020 990 and 1800 22 44 30

iv. Login method for e-voting for shareholders other than individual shareholders holding in Demat form and physical shareholders:

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
2. Click on "Shareholder" module.
3. 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) Shareholders holding shares in physical form should enter Folio Number registered with the Company
4. Next enter the Image Verification as displayed and Click on Login



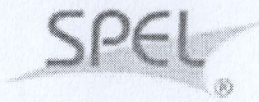
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5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used
6. If you are first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and physical form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA..</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat Details account or in the Company records in order to login. <ul style="list-style-type: none"><li>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).</li></ul>

- v. After entering these details appropriately, click on "SUBMIT" tab.
- vi. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 also to be used by the demat

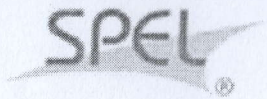


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holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- viii. Click on the EVSN for the relevant **"SPEL SEMICONDUCTOR LIMITED"** on which you choose to vote.
- ix. 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.
- x. Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution
- xi. 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.
- xii. Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.
- xiv. 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.
- xv. Facility for Non — Individual Shareholders and Custodians — Remote Voting



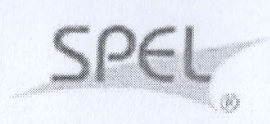
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- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “**Corporates**” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Scrutinizer and to the Company at the email address viz: [pbalamurugan@spel.natronix.net](mailto:pbalamurugan@spel.natronix.net) (designated email address of the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL ID / MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES**

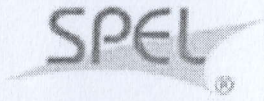
1. **For Physical shareholders** – please provide necessary details like Folio No. Name of shareholder, scanned copy of the share certificate (front and back)



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PAN (self-attached scanned copy of PAN Card) AADIAR (self-attached scanned



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2. Voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. 19<sup>th</sup> May 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. Every Client ID No. / Folio No. will have one vote, irrespective of number of joint holders.

### **Scrutinizer's Report and Declaration of results**

1. The Scrutinizer shall, after the conclusion of e-voting, first count the votes cast vide e-voting and thereafter shall, unblock the votes cast through remote e-voting, in the presence of at least two witnesses not in the employment of the Company. He shall submit a Consolidated Scrutinizer's Report of the total votes cast in favor or against, not later than 48 (forty eight) hours of the conclusion of



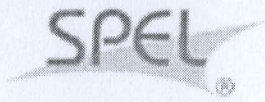
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI LODR REGULATIONS AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEM OF SPECIAL BUSINESS SET OUT IN THIS POSTAL BALLOT NOTICE**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI LODR Regulations and Secretarial Standard-2, sets out all material facts relating to the item of Special Business set out in this Postal Ballot Notice:

**Item No. 1: APPOINTMENT OF M/S. VENKATESH & CO., CHARTERED ACCOUNTANTS (FRN:004636S) AS STATUTORY AUDITORS TO FILL THE CASUAL VACANCY CAUSED BY THE RESIGNATION OF MR. K. NANDHISWARAN (M.NO. 207644)**

**MR. K. Nandhiswaran (M.NO. 207644)** vide resignation letter dated 15.05.2023, resigned as Statutory Auditor of the company due to health reasons. In furtherance to the recommendation of the Audit Committee, the Board of the Directors of the Company decided to appoint **M/S. Venkatesh & Co., Chartered Accountants (FRN:004636S)** as the Statutory Auditors of the Company for auditing the books of accounts of the company for the financial year 2022-23. **M/S. Venkatesh & Co., Chartered Accountants (FRN:004636S)** has given their eligibility and consent to act as statutory auditor of the company.

The consent of the Members is, sought in accordance with the provisions of Section 139 of the Companies Act 2013, to appoint **M/S. Venkatesh & Co., Chartered Accountants (FRN:004636S)** as Statutory Auditors of the Company.



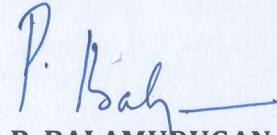
# SPEL Semiconductor Limited

*an IC Assembly & Test Company*

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as Ordinary Resolution.

**By order of the Board**

**For SPEL SEMICONDUCTOR LIMITED**

  
**P. BALAMURUGAN**

**WHOLE-TIME DIRECTOR**

**DIN: 07480881**

**Date: 25<sup>th</sup> May 2023**

**Place: Chennai**