



**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

**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

By Order of the Board  
For SPEL Semiconductor Limited

Place : Chennai  
Date : Feb 26, 2018

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 9, 2018 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 Mar 2, 2018.

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 31, 2018. 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 31, 2018 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 Mar 2, 2018 on 12.00 Noon and ends on Mar 31, 2018 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 Feb 9, 2018 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](http://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](http://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 format) Details as recorded in your demat account or in the company records in order OR Date of Birth to login. (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).

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- (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 Jun 30, 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](http://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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 31, 2018.



## **Annexure to the Notice**

### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

Section 180(1)(a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a company shall not, except with the consent of the Members by way of a special resolution through postal ballot, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company. Explanation (i) to Section 180(1)(a) of the Act provides that the expression "undertaking" for the purpose of Section 180(1)(a) of the Act shall mean an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Since the proposed transfer of Assembly and Test business by way of a slump sale as "going concern" exceeds the specified limits mentioned above, the resolution in the accompanying notice is proposed to seek Members' approval through special resolution.

The Semiconductor industry offers high growth potential areas as the industries which source Semiconductors as inputs are themselves witnessing high demand. The end-use industries such as mobile devices, telecommunication equipment, information technology, office automation (IT & OA), industrial machinery, automobiles and several other industries have applications for computing in some form or other and thereby necessarily have growing demand for Semiconductors. Now with the concept of Internet of Things (IoT) picking up momentum, the next generation of interconnected devices would further increase the demand for intelligent computing, thereby creating sustainable demand for Semiconductors.

After the transfer of Assembly and Test Business to the Wholly Owned Subsidiary Company, SPEL will concentrate on Assembly & Test of Advanced packages. Poor financial legacies of the past unconnected to business have been hampering the growth opportunities of our business. Towards this SPEL will be investing in Advanced packages which will fetch higher margins & have better CAGR, making fund infusion easier the new projects. High ROI of the advanced packages will be attractive for investors funding.

It will be appropriate at this juncture and to give impetus to the opportunities available in the advanced packaging in the Semiconductor Industry, that present OSAT business be dealt with by the subsidiary Company and some of the advanced packages by the parent Company viz., SPEL.

The Board of Directors of the Company on Feb 26, 2018 had subject to the approval of the Members of the Company and other requisite approvals, approved the transfer of the Assembly and Test business along with all related assets and liabilities, including but not limited to employees, contacts, licenses, permits, consents and approvals as a Going Concern to its Wholly Owned Subsidiary.



For the purpose of affecting the transfer of Assembly and Test business the Company proposes to execute a Business Transfer Agreement ("BTA") and other related agreements, such as assignment deeds, conveyance deeds, applications to governmental authorities, etc. The agreement will be available for inspection in the registered office of the Company during the business hours during the working days.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, whether financially or otherwise, in this resolution.

By Order of the Board  
For SPEL Semiconductor Limited

Place : Chennai  
Date : Feb 26, 2018

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 Feb 26, 2018 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)
Sale of business undertaking by way of Slump Sale as "Going Concern" to its Wholly Owned Subsidiary (WOS) Company			

Place :

Date :

Signature of the Member

### 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 31, 2018. 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.

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