



Sep 17, 2014

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 under Clause 35A of the Listing Agreement

We wish to inform you that the 29th Annual General Meeting (AGM) of the Company was held on September 15, 2014 at 10.45 a.m. at No. 5 CMDA Industrial Estate, Maraimalai Nagar 603 209. Pursuant to Clause 35B of the listing agreement and as per 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 8, 2014 9.00 am IST to Sep 10, 2014 6.00 pm IST.

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

In accordance with the Clause 35A of the listing agreement, we enclose the consolidated voting results in the prescribed format along with the Scrutiniser'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

Rohini Ramanathan
Company Secretary

Encl.: As above



Details of Voting Results in respect of the 29th Annual General Meeting of Company pursuant to Clause 35A of the Listing Agreement

I.	Date of the Annual General Meeting:	Sep 15, 2014
II.	Total Number of shareholders on Record date :	30,534
III.	No. of shareholders present in the meeting either in person or through proxy	
	Category	Nos.
	- Promoters and Promoter Group (By Proxy)	1
	- Public	Physically attended = 587 Through Proxy = 538
IV.	No. of shareholders attending the Meeting through Video Conferencing	No video conferencing

(Agenda-Wise)

Detail of the Agenda:	
Resolution Required : (Ordinary/Special)	Details Enclosed
Mode of Voting : (Show of Hands/Poll/ Postal Ballot / E-Voting)	Poll and E-Voting

S.No	Resolutions:	Type of resolution
Ordinary Business:		
1.	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014, the Balance Sheet as at that date and the Report of the Directors and the Auditors thereon.	Ordinary
2.	To re-appoint Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 4 th consecutive AGM	Ordinary
Special Business :		
3.	To consider appointment of Dr.T.S.Vijayaraghavan as Independent Director	Ordinary
4.	To consider appointment of Mr.N.Ramakrishnan as Independent Director	Ordinary
5.	To consider appointment of Mr.K.Ravikumar as Independent Director	Ordinary
6.	To consider appointment of Mr.D.Balakrishnan as the Director, liable to retire by rotation and Whole-Time Director	Ordinary



Resolution 1 : To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014, the Balance Sheet as at that date and the Report of the Directors and the Auditors thereon.

Promoter/Public	No. of Shares held (1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	25811207	0	100	0
Public – Institutional Holders	90000	90000	100	90000	0	100	0
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	26325315	100	26325315	3802	99.99	0.01

*Excludes shares in the Unclaimed Suspense Account on which voting rights remain frozen till the rightful owner claims the shares pursuant to Clause 5A (II) of the Equity Listing Agreement.

Based on the above, the resolution has been passed with requisite majority.

Resolution 2: To re-appoint Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 4th consecutive AGM.

Promoter/Public	No. of Shares held (1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	25811207	0	100	0
Public – Institutional Holders	90000	90000	100	90000	0	100	0
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	26325315	100	26325315	3802	99.99	0.01

*Excludes shares in the Unclaimed Suspense Account on which voting rights remain frozen till the rightful owner claims the shares pursuant to Clause 5A (II) of the Equity Listing Agreement.

Based on the above, the resolution has been passed with requisite majority.



Resolution 3: To consider appointment of Dr.T.S.Vijayaraghavan as Independent Director

Promoter/Public	No. of Shares held (1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	0	25811207	0	100
Public – Institutional Holders	90000	90000	100	0	90000	0	100
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	26325315	100	420306	25905009	1.60	98.40

Since the concerned Director has resigned w.e.f Sep 8, 2014, the resolution shall not be given effect.

*Excludes shares in the Unclaimed Suspense Account on which voting rights remain frozen till the rightful owner claims the shares pursuant to Clause 5A (II) of the Equity Listing Agreement.

Resolution 4 : To consider appointment of Mr.N.Ramakrishnan as Independent Director

Promoter/Public	No. of Shares held (1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	0	25811207	0	100
Public – Institutional Holders	90000	90000	100	0	90000	0	100
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	26325315	100	420306	25905009	1.60	98.40

Since the concerned Director has resigned w.e.f Sep 12, 2014, the resolution shall not be given effect.

*Excludes shares in the Unclaimed Suspense Account on which voting rights remain frozen till the rightful owner claims the shares pursuant to Clause 5A (II) of the Equity Listing Agreement.



Resolution 5 : To consider appointment of Mr.K.Ravikumar as Independent Director

Promoter/Public	No. of Shares held (1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	25811207	0	100	0
Public – Institutional Holders	90000	90000	100	90000	0	100	0
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	26325315	100	26325315	3802	99.99	0.01

*Excludes shares in the Unclaimed Suspense Account on which voting rights remain frozen till the rightful owner claims the shares pursuant to Clause 5A (II) of the Equity Listing Agreement.

Based on the above, the resolution has been passed with requisite majority.

Resolution 6 : To consider appointment of Mr.D.Balakrishnan as the Director, liable to retire by rotation and Whole-Time Director

Promoter/Public	No. of Shares held (1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No. of votes - against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	25811207	0	100	0
Public – Institutional Holders	90000	90000	100	90000	0	100	0
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	26325315	100	26325315	3802	99.99	0.01

*Excludes shares in the Unclaimed Suspense Account on which voting rights remain frozen till the rightful owner claims the shares pursuant to Clause 5A (II) of the Equity Listing Agreement.

Based on the above, the resolution has been passed with requisite majority.

For SPEL Semiconductor Limited

Rohini Ramanathan
Company Secretary

Date: 17/09/2014

To,
The Chairman,
The SPEL Semi Conductor Limited,
5 CMDA Industrial Estate,
MM Nagar (Chennai) 603 209

SCRUTINIZER'S REPORT

Report to the Chairman, of SPEL Semi Conductor Limited, a Company incorporated under the Companies Act, 1956, and having its Registered Office, 5 CMDA Industrial Estate, M.M Nagar (Chennai) 603 209, hereinafter referred to as "the Company", on the E-voting concluded on 10th September 2014 and Polling conducted on at the Annual General meeting held on 15th September 2014 to pass Two Ordinary and Four Special Resolutions as contained in the Notice dated 30th July 2014, for the 29th Annual General Meeting to be held on 15th September 2014.

1. I was appointed as a Scrutinizer by the Company on 14th August, 2014 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 30th July 2014. The E-voting period commenced at 9.00 AM on September 8, 2014 and concluded at 6.00PM on September 10 2014. The E-voting members conveyed their assent or dissent, as the case may be, electronically on E-voting platform provided by CDSL, before 6.00 PM on September 10, 2014 in respect of Two Ordinary resolutions and Four Special Resolutions as set out in the Notice dated 30th July 2014.
3. The polling was conducted at the Annual General Meeting held on 15th September 2014. 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, 419575 votes were casted and 419475 votes were in favour of the Two ordinary Resolution and Four Special Resolutions as set in the notice dated 30th July 2014 as below:

Resolution No.	Votes in favour of Resolution		Votes against the Resolution		Total No. of Votes
	No of Votes	Percentage	No. of Votes	Percentage	
1	419475	0.91	100	0.00	419575
2	419475	0.91	100	0.00	419575
3	419475	0.91	100	0.00	419575
4	419475	0.91	100	0.00	419575
5	419475	0.91	100	0.00	419575
6	419475	0.91	100	0.00	419575

Based on this, I report that the two Ordinary Resolution and four Special resolutions as contained in the said Notice have been passed.

ii) Polling

The Total number for polling was 14(13 in person and 1 proxy). Amongst the person present One shareholder abstained from voting.

Details of Polling for 6 Resolutions are:

Resolution Number	Total No. of Shareholders Voted	Number of Vote For		%of votes	Number of Vote Against		%of votes
		No. of Share holders	No. of votes polled		No. of Share holders	No. of votes polled	
1.	13	8	25902038	99.9857	5	3702	0.0143
2.	13	8	25902038	99.9857	5	3702	0.0143
3.	13	6	831	0.0032	7	25904909	99.9968
4.	13	6	831	0.0032	7	25904909	99.9968
5.	13	8	25902038	99.9857	5	3702	0.0143
6.	13	8	25902038	99.9857	5	3702	0.0143



Based on the above, I report that Resolution Numbers 1, 2, 5, 6, are passed in majority while Resolutions 3 and 4 have not been passed as the votes cast against the resolution is higher than the votes cast for the resolution.

iii) Consolidation of E-Voting and Polling

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

RESOLUTION 1 :-

Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	25811207	0	100	Nil
Public – Institutional Holders	90,000	90,000	100	90,000	Nil	100	Nil
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	26325315	100	26321513	3802	99.99	0.01

Resolution passed by majority of votes

RESOLUTION 2:-

Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	25811207	0	100	Nil
Public – Institutional Holders	90,000	90,000	100	90,000	Nil	100	Nil
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	26325315	100	26321513	3802	99.99	0.01

Resolution passed by majority of votes



RESOLUTION 3 :-

Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	0	25811207	Nil	100
Public – Institutional Holders	90,000	90,000	100	Nil	90,000	Nil	100
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	424108	100	420306	25905009	1.60	98.40

Resolution not passed as the vote cast against it was more

Resolution 4

Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	0	25811207	Nil	100
Public – Institutional Holders	90,000	90,000	100	Nil	90,000	Nil	100
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	424108	100	420306	25905009	1.60	98.40

Resolution not passed as the vote cast against it was more



Resolution 5

Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	25811207	0	100	Nil
Public – Institutional Holders	90,000	90,000	100	90,000	Nil	100	Nil
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	26325315	100	26321513	3802	99.99	0.01

Resolution passed by majority of votes

Resolution 6

Promoter/Public	No. of Shares held(1)*	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes - in favour (4)	No. of votes - against(5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes in against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	25811207	25811207	100	25811207	0	100	Nil
Public – Institutional Holders	90,000	90,000	100	90,000	Nil	100	Nil
Public - Others	424108	424108	100	420306	3802	99.10	0.90
Grand Total	26325315	26325315	100	26321513	3802	99.99	0.01

Resolution passed by majority of votes

Final Results

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

Resolutions 1, 2 and Resolutions 5 and 6 have been passed with majority of votes

While Resolutions 3 and 4 were not passed as the votes cast against the resolutions is higher than the votes cast for the resolution.



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
BM & ASSOCIATES,
Company Secretaries
Chennai - 600035



LIST OF RESOLUTIONS

Ordinary Resolution 1: Adoption of Financial Statements

"To receive, consider and adopt the Financial Statements of the Company for the year ended Mar 31, 2014 including the Audited Balance Sheet as on that date, the Statement of Profit and Loss, and the reports of the Board of Directors and Auditors thereon."

Ordinary Resolution 2: Appointment of Auditors

"Resolved that pursuant to provisions of Section 139 of the Companies Act, 2013 and Rules and the recommendation of the Audit Committee of the Board of Directors, M/s. M.S. Krishnaswami & Co., Chartered Accountants (Firm Registration No.01554S), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this AGM to the conclusion of the 4th consecutive AGM and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined in consultation with the Auditors".

Special Resolution 3: Appointment of Dr. T. S. Vijayaraghavan as Independent Director

"Resolved that in accordance with the provisions of Sections 149, 150, 152 and applicable provision of the Companies Act, 2013 ("Act") there under read with Schedule IV to the Act as is current at any time Dr. T. S. Vijayaraghavan (holding DIN 00063728), a 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 appointment be and is hereby appointed as an Independent Director of the

Special Resolution 4: Appointment of Mr. N. Ramakrishnan as Independent Director

"Resolved that in accordance with the provisions of Sections 149, 150, 152 and applicable provision of the Companies Act, 2013 ("Act") there under read with Schedule IV to the Act as is current at any time Mr. N. Ramakrishnan (holding DIN 00046234), a 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 appointment be and is hereby appointed as an Independent Director of the Company with effect from Sep 15, 2014 and upto Sep 14, 2019, not liable to retire by rotation".



Special Resolution 5: Appointment of Mr. K. Ravikumar as Independent Director

"Resolved that in accordance with the provisions of Sections 149, 150, 152 and applicable provisions of the Companies Act, 2013 ("Act") there under read with Schedule IV to the Act as is current at any time, Mr. K.Ravikumar,(holding DIN 00119753), a 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 appointment be and is hereby appointed as an Independent Director of the Company with effect from Sep 15, 2014 and upto Sep 14, 2019, not liable to retire by rotation."

Special Resolution 6: Appointment of Mr.D. Balakrishnan as the Director, liable to retire by rotation and Whole-Time Director

"Resolved that in accordance with the applicable provisions of the Companies Act, 2013 ("Act"), Mr. D. Balakrishnan (holding DIN 02131242) who was appointed as Additional Director of the Company by the Board of Directors with effect from Jun 19, 2014 be and is hereby appointed as a Whole-Time Director of the Company."

"Resolved further that subject to the provisions of Section 2(94), 196, 197, 198 and 203 and others that are applicable 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 appointment of Mr.D. Balakrishnan as Whole-Time Director of the Company from Jun 19, 2014 on terms and conditions as specified in the Statement pursuant to Section 102(1) of Companies Act, 2013 annexed to this notice as under :

I. Remuneration

- i) Basic Salary of `15, 72,000/- per annum, with annual increments to be fixed by the Board of Directors based on performance.
- ii) Special Allowance of ` 8,83, 044/- per annum.
- iii) Performance linked incentive not exceeding `14,00,004/- per annum based on his performance and target achievement.
- iv) Remuneration shall be subject to deduction of tax at source and other statutory deductions as applicable.

II. Perquisites

- i) Medical expenses for himself and/or any member of his family not exceeding `15,000/- per annum.
- ii) Contribution by the Company towards Provident Fund at the applicable rates in force as per Company rules.



iii) Gratuity as per Company rules

iv) Conveyance reimbursement at actual cost subject to a maximum of ` 5,04,000/- per annum including chauffeur for official purpose.

v) Telephone & Mobile phone expenses including payment for local calls and long distance calls incurred for business purposes of the Company to a maximum of `12,000/- per annum.

"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."


T. BALASUBRAMANIAN,
Practising Company Secretary
C.P. No. 3402
BM & ASSOCIATES,
Company Secretaries
Chennai - 600035



Place : Chennai
Date : 17/09/2014