



SPEL Semiconductor Limited

an IC Assembly & Test Company

36th Annual Report 2020- 21

Defining The Future Through Partnerships



SPEL Semiconductor Limited

an IC Assembly & Test Company

36TH ANNUAL REPORT 2020-21

Board of Directors

- 1.Mr.Ravikumar -Director
- 2.Mr.N.Suryanarayanan -Director
- 3.Dr.Enakshi Bhattacharya -Director
- 4.Mr.S.Chandramohan -Director
- 5.Mr.M.Balakrishnan - Whole-time Director & CEO

Company Secretary
Mr. S.Sivaraman

Chief Financial Officer
Mr.G.Venkatesan

Auditors

Mr.K.Nandhiswaran F.C.A : F.C.S,
Chartered Accountant,
#40A, 1st Circular Road,
Jawahar Nagar, Chennai- 600 082.

Registered Office& Factory

5, CMDA Industrial Estate,
Maraimalai Nagar,
Chennai- 603209, India

Bankers

Indian Overseas Bank

Registrar & Share Transfer Agent

Cameo Corporate Services Limited
Subramanian Building, 1, Club
House Road, Anna Salai, Chennai -
600002,
Ph : +91-44-28460390
Fax : +91-44-28460129
E-mail: investor@cameoindia.com

General Information

- (a) Company's Corporate Identification Number(CIN):
L32201TN1984PLC011434
- (b) Company's Shares Listed at BSE Ltd.
- (c) Company's Shares are mandated for trading in
demat mode.
- (d) ISIN allotted to Company's share is INE252A01019

36th Annual General Meeting

Date & Time

29th November 2021 at 2.30 PM

Venue

Through Video Conferencing

Book closure

23rd November, 2021 to 29th
November 2021 (both days
inclusive)

Previous 10 Years Performance

	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12
Sales	1592.11	36,53.74	2,633.74	4,166.31	3,553.22	2,585.04	4,719.37	6,338.90	8,076.92	7,978.63
PBIDT	(17.36)	778.22	(301.68)	86.31	(2,298.94)	(986.62)	1,368.29	1,586.20	1,197.01	1,340.67
Finance Cost	116.45	142.61	2,84.37	289.16	215.67	304.40	404.29	470.37	584.01	325.12
PBDT	(413.89)	635.61	(586.05)	(202.85)	(2,514.61)	(1,291.02)	964.00	1,115.83	613.00	1,015.55
Depreciation	430.44	498.24	514.81	630.57	693.33	1,071.32	1,012.40	1,096.13	1,185.06	937.80
PBT	(844.33)	137.37	(1,100.86)	(833.42)	(3,207.94)	(2,362.34)	(48.40)	19.70	(572.06)	77.75
Tax Expense	19.17	29.29	(27.28)	13.64	(147.54)	(383.33)	(13.18)	(12.48)	(117.03)	20.81
PAT	(863.50)	108.08	(1,073.58)	(847.06)	(3,060.40)	(1,979.00)	(35.22)	32.18	(455.03)	56.94
Net Profit	(863.50)	108.08	(1,073.58)	(847.06)	(3,060.40)	(1,979.00)	(35.22)	32.18	(455.03)	56.94

Contents

Sl. No.	Description	Page
1.	Notice of 36 th Annual General Meeting	3
2.	Directors' Report	11
3.	Management Discussion & Analysis	22
4.	Secretarial Audit Report	26
5.	Report on Corporate Governance	31
6.	Independent Auditors Report on the Abridged Ind AS Financial Statements	41
7.	Independent Auditors Report on the Ind AS Financial Statements	43
8.	Abridged Ind AS Financial Statements	54

NOTICE

Notice is hereby given that the **36th Annual General Meeting of the Members of SPEL Semiconductor Limited will be held on Monday the 29th day of November, 2021 at 2.30 PM IST** through video conferencing ("VC") / Other Audio Visual Mechanism ("OAVM") to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements

To receive, consider and adopt the Balance Sheet as at Mar 31, 2021 and the Statement of Profit and Loss and Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, together with the Reports of the Directors and the Auditors thereon.

2. Re-appointment of Director:

To appoint a Director in place of Mr. K. Ravikumar, who retires by rotation and being eligible, offers himself for re-appointment.

3. Ratification of Appointment of Auditors

"Resolved that pursuant to provisions of Section 139 of the Companies Act, 2013, and Rules thereunder re-appointment of Mr. K. Nandhiswaran, Chartered Accountant (M.No.207644), as Statutory Auditor of the Company to hold office from the conclusion of this AGM to the conclusion of the 2nd consecutive AGM, be and is hereby ratified"

Special Business:

4. Appointment of Dr. Enakshi Bhattacharya as an Independent Director for a further period of five years with effect from 30th July 2021 to 29th July 2026.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**Resolved that** in accordance with the provisions of Sections 149, 150, 152 and applicable provisions of the Companies Act, 2013 ("Act") thereunder read with Schedule IV to the Act as is current at any time, Dr. Enakshi Bhattacharya, (holding DIN 05277571), a Non-Executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149 (6) of the Act and is eligible for appointment as an Independent Director of the Company with effect from August 23, 2021 and upto August 22, 2026 not liable to retire by rotation."

**August 23, 2021
Chennai.**

**By order of the Board,
For SPEL Semiconductor Limited
D. Balakrishnan
Whole Time Director & CEO
DIN: 02131242**

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM")

through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to leadcs@gmail.com with a copy marked to evoting@cdslindia.com.

5. The Register of Members and the Share Transfer books of the Company will remain closed from 23rd November 2021 to 29th November 2021 (both days inclusive) for the purpose of Annual General Meeting of the Company.

6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Limited for assistance in this regard.

7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Cameo Corporate Services Limited in case the shares are held by them in physical form.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, Etc., to their DPs in case the shares are held by them in electronic form and to Cameo Corporate Services Limited in case the shares are held by them in physical form.

9. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-

10. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Cameo Corporate Services Limited in case the shares are held in physical form.

11. A statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is annexed herewith.

12. Members holding shares in physical form, in identical order of names, in more than one folio are

requested to send to the Company or Cameo Corporate Services Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

14. Members desiring any clarification on accounts are requested to write to the Company at an early date through email on ca@spel.com so as to enable the Company to keep the information ready.

15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.natronix.net of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of CDSL: <https://www.evotingindia.com>.

16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. Instructions for e-voting and joining the AGM are as follows:

a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

b) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

c) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 25th November, 2021 at 9.00 am. and ends on 28th November, 2021 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 23rd November 2021 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.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) Now enter your UserID

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.

(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 and voted on an earlier e-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) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field.The Sequence no. is mentioned in the email intimation.
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 account or in the Company records in order to login. <ul style="list-style-type: none">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 (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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 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 shareholders 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". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA emailid.
- ii) For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of AadharCard) to Company/ RTA emailid.
- iii) The company/ RTA shall coordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i) Shareholder will be provided with a facility to attend the 36thAGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii) Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
- iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE 36thAGM ARE AS UNDER:-

- i) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during theAGM.
- iii) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ca@spel.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id: ca@spel.com). These queries will be replied to by the company suitably by email.
- vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
- After receiving the login detail 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 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: ca@spel.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL), Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.Natronix.net and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

I. Details of director seeking appointment/ re-appointment at the ensuing Annual General Meeting as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given hereunder:

Name of the Director	Dr. Enakshi Bhattacharya
Date of Birth	Apr 23, 1959
Date of Appointment	August 23, 2021
Qualification	MSc (Physics) from IIT Bombay & PhD from TIFR Mumbai

Expertise in Specific functional areas	She is interested in all forms of silicon: single crystal, poly, amorphous and porous and her current research interests are in Biosensors and MEMS with over 100 published papers in journals and international conference proceedings. She has also been involved in continuous education programme in the fields of Semiconductors, Biosensors, MEMS and Photovoltaics.
Chairmanship /Directorship of other Companies (excluding Foreign companies and Section 25 Companies)	Chip Test Engineering Limited
Committee position held in other Companies	—
Shareholding (No. of Shares)	Nil (in SPEL)

Name of the Director	K. Ravikumar
Date of Birth	June 15, 1949
Date of Appointment	May 26, 2014
Qualification	M. Tech from IIT Madras and Post-Graduation in Business Administration
Expertise in Specific functional areas	Under his leadership, new technologies like supercritical thermal sets in the field of coal, and gas-based power plants were introduced for the first time in the country.
Chairmanship /Directorship of other Companies (excluding Foreign companies and Section 25 Companies)	Director in Reliance Infrastructure Ltd & Jinbhavish Power Generations Pvt Ltd.
Committee position Held in other Companies	—
Shareholding (No. of Shares)	Nil (in SPEL)

Explanatory Statement in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013

Item No. 4

Dr. Enakshi Bhattacharya was re-appointed as an Independent Director of the Company by the Board of Directors at its Meeting held on 23-08-2021 for a further period of five years from 30th July 2021 to 29th July 2026. A brief profile of Dr. Enakshi Bhattacharya is given herein for the information of Shareholders.

Dr. Enakshi Bhattacharya completed her MSc (Physics) from IIT Bombay in 1980, PhD from TIFR Mumbai in 1985 and did post-doctoral work at the National Renewable Energy Laboratory (then SERI), USA from 1986-88. She was a Faculty Member in the Department of Physics, IIT Kanpur during 1988-91. Since 1991, she has been on the faculty of the Department of Electrical Engineering at IIT Madras, heading the Department from 2010 to 2013 and is currently a professor. She was a Visiting Scientist at the Micromachined Products Division of Analog Devices, USA from 1999 to 2000. She is interested in all forms of silicon: single crystal, poly, amorphous and porous and her current research interests are in Biosensors and MEMS with over 100 published papers in journals and international conference proceedings. She has supervised 4 PhD and 14 MS (by research) theses and is guiding 2 PhD and 2 MS scholars at present. She has successfully handled 14 sponsored projects and is currently engaged in 6 projects being the Principal Investigator for three of them. Major on going projects are the National Programme on MEMS, Smart Materials and