



SPEL Semiconductor Limited

An IC Assembly & Test Company

38th Annual Report Financial Year 2022 - 23

Defining the Future Through Partnerships



SPEL Semiconductor Limited

an IC Assembly & Test Company

38TH ANNUAL REPORT 2022-23

Board of Directors

1. Mr. K. Ravikumar	Independent Director
2. Mr.S.Chandramohan	Independent Director
3. Dr.Enakshi Bhattacharya	Independent Director
4.Mr.M.Jayasankar	Non-Executive - Non Independent Director
5.Dr.E.Nakkeeran	Non-Executive - Non Independent Director
6. Mr. P.Balamurugan	Head (Operations) & Whole-Time Director

Company Secretary

Mr. S. Sivaraman

Chief Financial Officer

Mr. G. Venkatesan

Auditors

M/s. Venkatesh & Co.,

Chartered Accountants

(FRN:004636S),

“Sri Ranga”, New No. 151, Mambalam High Road,

T. Nagar, Chennai- 600 017.

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

38th Annual General Meeting Date & Time

21st September, 2023 at 11:00 A.M.

Venue

Through Video Conferencing

Book closure

15th September 2023 to 21st September 2023
(both days inclusive)

Previous 10 Years Performance (Rs in Lakhs)

	2022-23	2021-22	2020-21	2019-20	2018-19	2017-18	2016-17	2015-16	2014-15	2013-14
Sales	11,16.46	9,48.68	15,92.11	36,53.74	26,33.74	41,66.31	35,53.22	25,85.04	47,19.37	63,38.90
PBIDT	10,90.4	-89.63	-17.36	7,78.22	-3,01.68	86.31	-22,98.94	-9,86.62	13,68.29	15,86.20
Finance Cost	2,56.12	1,21.94	1,16.45	1,42.61	2,84.37	2,89.16	2,15.67	3,04.4	4,04.29	4,70.37
PBDT	8,34.37	32.31	-4,13.89	6,35.61	-5,86.05	-2,02.85	-25,14.61	-12,91.02	964.01	11,15.83
Depreciation	3,94.95	4,69.23	4,30.44	4,98.24	5,14.81	6,30.57	6,93.33	10,71.32	10,12.40	10,96.13
PBT	-4,51.77	-12,47.81	-8,44.33	1,37.37	-11,00.86	-8,33.42	-32,07.94	-23,62.34	-48.4	19.7
Tax Expense	1,42.87	28.93	19.17	29.29	-27.28	13.64	-1,47.54	-3,83.33	-13.18	-12.48
PAT	-3,08.90	-12,76.74	-8,63.5	1,08.08	-10,73.58	-8,47.06	-30,60.40	-19,79.00	-35.22	32.18
Net Profit	-3,08.90	-12,76.74	-8,63.50	1,08.08	-10,73.58	-8,47.06	-30,60.40	-19,79.00	-35.22	32.18

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NOTICE

Notice is hereby given that the **38th Annual General Meeting of the Members of SPEL Semiconductor Limited will be held on Thursday the 21st September, 2023 at 11:00 A.M. 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, 2023 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. To appoint a Director in the place of Mr. M. Jayasankar (DIN: 00048351) who retires by rotation and being eligible, offers himself for re-appointment:

To appoint a Director in place of Mr. M. Jayasankar (DIN: 00048351), who retires by rotation and being eligible, offers himself for re-appointment.

3. Appointment of M/s. Venkatesh & Co., Chartered Accountants (FRN:004636S) as the Statutory Auditors of the Company for a period of 4 consecutive years:

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including the Statutory modification(s) or re-enactments thereof for the time being in force) read with Companies (Audit and Auditors) Rules, 2014 as amended, **M/s. Venkatesh & Co., Chartered Accountants (FRN:004636S)** be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 4 consecutive years from the conclusion of Thirty Eighth (38th) Annual General Meeting till the conclusion of Forty Second (42nd) Annual General Meeting of the Company to be held in the year 2027, at such remuneration plus taxes, out-of-pocket and travelling expenses, etc., as may be mutually agreed to between the Board of Directors of the Company and **M/s. Venkatesh & Co., Chartered Accountants (FRN:004636S)**”.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds and things as they deem necessary and incidental for the purpose of giving effect to the aforesaid resolution.”

Special Business:

4. Appointment of Mr. Nakkeeran Ekambaram (DIN: 08638679) as Non-Executive/Non-Independent Director of the Company:

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

“RESOLVED THAT, pursuant provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualifications of

Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Nakkeeran Ekambaram (DIN: 08638679), , be and is hereby appointed as a Non-Executive/ Non Independent Director, liable to retire by rotation, with effect from 28th July, 2023, on such terms and conditions as may be mutually decided between the Board and Mr. Nakkeeran Ekambaram (DIN: 08638679)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Directors of the Company be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds and things as they deem necessary and incidental for the purpose of giving effect to the aforesaid resolution."

5. Approval to Sell, Lease or otherwise dispose of whole or substantially the whole of the undertaking(s) of the Company

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

"RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with relevant rules made thereunder, and any other applicable provisions, including any modification(s) thereto or re-enactments thereof for the time being in force, subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, sanctions, consents and permissions as may be necessary to be obtained, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include a Committee thereof) to sell or transfer or otherwise dispose of the land to an extent of not exceeding 8.14 Acres situated at 5, CMDA Industrial area on behalf of the Company at such consideration, with effect from such date, in such manner and on such terms and conditions as may be deemed appropriate and decided by the Board, with the power to the Board to finalise and execute all the required documents, memoranda, deeds of assignment / conveyance / sale and any other incidental documents with such modifications as may be required from time to time."

"FURTHER RESOLVED THAT the Board be and is hereby authorized to execute any documents, deeds or writings as may be executed in relation to the transfer and vesting of the Business Undertaking and to make applications to the regulatory and government authorities for the purpose of obtaining all approvals and sanctions as required to be obtained by the company in this regard"

"FURTHER RESOLVED THAT the Board be and is hereby authorized to do all such acts and deeds as may be necessary, proper, desirable and / or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale / disposal and transfer of the Business Undertaking as they may in their absolute discretion deem fit and as may be necessary for the completion of the transaction as aforesaid in the best interest of the Company"

Place : Chennai
Date :14.08.2023

By order of the Board
For SPEL Semiconductor Limited

P.Balamurugan
Whole Time Director
DIN: 07480881

Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022 and 10/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conducting of AGMs through Video Conferencing / Other Audio-Visual Means ("VC / OAVM") facility on or before September 30, 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022; and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circulars") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") due to the COVID-19 pandemic. In compliance with these Circulars, provisions of the Act and Listing Regulations, the 38th AGM of the Company is being conducted through VC / OAVM facility, without the physical presence of Members at a common venue. The deemed venue for the 38th AGM shall be the Registered Office of the Company.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. 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 for 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.
4. The attendance of the Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and 05th May 2022 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 Ltd for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by CDSL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM and the Annual Report has been uploaded on the website of the Company at www.natronix.net. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the

website of CDSL (agency for providing the Remote e-Voting facility) i.e. <https://www.evotingindia.com>

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 and 5th May 2022 .

8. Notice is being sent through e-mail to all the shareholders as on Aug 25, 2023 who have registered their e-mail addresses with the Company/RTA.

9. Shareholders who have not received the notice due to change/ non-registration of their e-mail address with the Company/ RTA/ Depository Participants, they may request for the notice by sending an email at investor@cameoindia.com along with a scanned copy of Share Certificate/ Client Master. Post receipt of such request, the shareholder would be provided soft copy of the notice and the procedure for e-voting along with the User ID and the Password.

10. Mr. N. Ramanathan, Designated Partner of M/s. S Dhanapal & Associates LLP, Practicing Company Secretaries, Chennai is appointed as the scrutinizer to scrutinize the e-voting at AGM and remote e-voting process in a fair and transparent manner.

11. The details of Directors seeking appointment/ re-appointment/ re-designation, in terms of Regulation 36(3) of the SEBI Listing Regulations and the Act (including Secretarial Standard-2 on General Meetings), are given in the Corporate Governance Report and annexed hereto and form part of this Notice.

12. Corporate Members intending to send their authorized representative to attend Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.

13. Members are requested to register their e-mail id with the company or its RTA or their depository participant to enable the company to send the notices and other reports through email.

14. Institutional shareholders (i.e. other than individuals, Hindu Undivided Family, Non-resident Indians etc.) are required to send a scanned copy (PDF/ JPG Format) of their board resolution/ authority letter/ power of attorney etc., authorizing their representatives to attend/ participate in the AGM through VC/ OAVM on their behalf and to vote through remote e-voting. The said resolution/ authority letter/ power of attorney, etc. shall be sent to the Scrutinizer by e-mail through their registered e-mail address secretarial@csdhanapal.com with a copy marked to evoting@cdslindia.com.

15. Pursuant to Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will be closed from 15th September 2023, 2023 to 21st September 2023, (both days inclusive) for the purpose of AGM.

16. 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 and 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 forms are requested to consider converting their holdings to dematerialized form. Members can contact the company or RTA, Cameo Corporate Services Limited, in this regard.
17. To support the 'Green Initiative' members who have not yet registered email addresses are requested to register the same with their DP's in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
18. Members are requested to notify immediately any change pertaining to postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nomination, Power of Attorney, bank details such as name of the Bank and branch details, bank account number, MICR code, IFSC code to their Depositories Participants (DPs) in respect of their electronic share accounts and to RTA of the Company in respect of their physical share folios, if any.
19. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective DP for availing this facility.
20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the company or RTA, 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.
21. In case of joint holders, the Members 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.
22. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
23. The Company has designated an exclusive e-mail ID namely: ca@spel.com for receiving and addressing investors' grievances. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the company on or before 14th September 2023 through email on ca@spel.com. The same will be replied by the company suitably.
24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA.
25. Members holding shares in dematerialized form are requested to intimate all changes

pertaining to their bank details, change of address, change of name, e-mail address, contact numbers etc. to their respective Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the RTA, Cameo Corporate Services Limited, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.

26. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.

27. The remote e-voting period commences, 18th September 2023 at 10.00 A.M. (IST) and ends on 20th September 2023 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 14th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

28. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Those Members, who will be 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 during the AGM.

29. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as on the cut-off date i.e. 14th September 2023, may obtain the login ID and password by sending a request at investor@cameoindia.com.

30. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make not later than 48 hours from the conclusion of meeting, 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.

31. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.natronix.net and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.

32. Additional information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) & 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – II issued by the Institute of Company Secretaries of India. In respect of Special Business, the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), is attached with this Notice.

33. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of Income Tax PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1st April 2023, in case any

of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.natronix.net.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period commences, 18th September 2023 at 10.00 A.M. (IST) and ends on, 20th September 2023 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 14th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 18th September, 2023 at 10.00 A.M. (IST) and ends on 20th September, 2023 at 5.00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September 2023 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) 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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 userIDs 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 their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.