SPEL Semiconductor

SPEL Semiconductor Limited

an IC Assembly & Test Company

Aug 21, 2026

BSE Limited
Department of Corporate Affairs
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai-400001

Dear Sir/Madam,

Scrip Code: **517166**

Sub: **Intimation of Annual Report for the financial year 2025-26 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In Compliance with Regulation 30, 34 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 41st Annual General Meeting (AGM) and Annual Report for the financial year ended Mar 31, 2026 which is being sent to shareholders of the company.

The Annual Report and Notice is available on the Company's website at http://natronix.net/SPEL.html.

We request you to take above information on your records.

Thanking you.

Yours faithfully,

For SPEL Semiconductor Limited

P. Balamurugan
Head Operations & Whole-Time Director
DIN: 07480881

Registered Office & Factory
5 CMDA Industrial Estate, MM Nagar
(Chennai) 603 209, Tamil Nadu, India

CIN : L32201TN1984PLC011434
eMail : info@spel.com
Website : www.spel.com

SPEL Semiconductor

SPEL Semiconductor Limited
An IC Assembly & Test Company

41st Annual Report
Financial Year 2025-26

Defining the Future through Partnerships

Board of Directors

1. Mr. S. Chandramohan	Independent Director
2. Dr. Enakshi Bhattacharya (Resigned w.e.f 14.08.2025)	Independent Director
3. Dr. E. Nakkeeran	Non-Executive - Non-Independent Director
4. Mr. Ramanujam Venkatesh	Independent Director
5. Dr. V. V. Meenakshi	Non-Executive - Non-Independent Director
6. Mr. P. Balamurugan	Whole-Time Director
7.Mr.Nagarajan Govindan (Appointed w.e.f 14.08.2025)	Independent Director

Company Secretary
Ms. Nupur Garg

Chief Financial Officer
Mr. T. Parthasarathy (Removed from services on 19.05.2026)

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
Phone: +91-44-4002 0700
Online Investor Portal:
https://wisdom.cameoindia.com
Website: http://www.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

41st Annual General Meeting Date & Time
Sep 14, 2026 at 10.20 A.M.
Venue
Through Video Conferencing

Book closure
Sep 7, 2026 to Sep 14, 2026 (both days inclusive)

Previous 10 Years Performance

₹ In Lakhs

	2025-26	2024-25	2023-24	2022-23	2021-22
Sales	6,28.00	7,86.42	12,00.41	11,16.46	9,48.68
PBIDT	1,18.33	(4,02.89)	(1,15.86)	10,90.40	(89.63)
Finance Cost	5,05.83	2,88.48	2,57.02	2,56.12	1,21.94
PBDT	(3,87.51)	(6,03.29)	(3,72.88)	8,34.37	32.31
Depreciation	1,14.30	2,00.5	2,87.91	3,94.95	4,69.23
PBT	(23,84.11)	(21,49)	(16,36.96)	(4,51.77)	(12,47.81)
Tax Expense	-	(44.35)	41.78	1,42.87	28.93
PAT	(23,84.11)	(21,04.7)	(16,78.74)	(3,08.90)	(12,76.74)
Net Profit	(23,84.11)	(21,04.7)	(16,78.74)	(3,08.90)	(12,76,74)

	2020-21	2019-20	2018-19	2017-18	2016-17
Sales	15,92.11	36,53.74	26,33.74	41,66.31	35,53.22
PBIDT	-17.36	7,78.22	(3,01.68)	86.31	(22,98.94)
Finance Cost	1,16.45	1,42.61	2,84.37	2,89.16	2,15.67
PBDT	(4,13.89)	6,35.61	(5,86.05)	(2,02.85)	(25,14.61)
Depreciation	4,30.44	4,98.24	5,14.81	6,30.57	6,93.33
PBT	(8,44.33)	1,37.37	(11,00.86)	(8,33.42)	(32,07.94)
Tax Expense	19.17	29.29	-27.28	13.64	(1,47.54)
PAT	(8,63.50)	1,08.08	(10,73.58)	(8,47.06)	(30,60.40)
Net Profit	(8,63.50)	1,08.08	(10,73.58)	(8,47.06)	(30,60.40)

AGM Notice

Notice is hereby given that the **41st Annual General Meeting of the Members of SPEL Semiconductor Limited will be held on Monday the Sep 14, 2026 at 10.20 A.M. (**IST) through Video Conferencing ("VC") /Other Audio –Visual Mechanism ("OAVM") to transact the following business :

Ordinary Business:

1. **Adoption of Audited Financial Statements**

   To receive, consider and adopt the Balance Sheet as at Mar 31, 2026 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 Mrs. Venkatasubramanian V Meenakshi (DIN: 10680038) who retires by rotation and being eligible, offers himself for re-appointment:**

   To appoint a Director in place of Mrs. Venkatasubramanian V Meenakshi (DIN: 10680038) who retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

Special Business:

3. **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 3.7 Acres situated at 5, CMDA Industrial Estate, Maraimalai Nagar 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."

   "Resolved Further 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"

   "Resolved Further 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"

4. **To Approve the Increase in the Authorized Share Capital of the Company and to amend Clause V (Capital Clause) of the Memorandum of Association of the Company**

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

   "Resoled That pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed there under and provisions of SEBI Act, guidelines and regulations thereunder for the time being in force and listing regulations as applicable, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 60,00,00,000 (Rs. Sixty Crores Only) divided into Rs. 47,00,00,000/- (Rs. Forty-Seven Crore Only) divided into 4,70,00,000 (Four Crore Seventy Lakhs Only) Equity Shares of Rs. 10/- each and Rs. 13,00,00,000 (Rs. Thirteen Crores Only) divided into 13,00,000 (Thirteen lakhs Only) Preference shares of Rs. 100 each to Rs. 90,00,00,000/- (Rs. Ninety Crores Only) divided into Rs. 77,00,00,000/- (Rs. Seventy-Seven Crores Only) divided into 7,70,00,000 (Seven Crores Seventy Lakhs Only) Equity Shares of Rs. 10/- each and Rs. 13,00,00,000 (Rs. Thirteen Crores Only) divided into 13,00,000 (Thirteen lakhs Only) Preference shares of Rs. 100 each."

"**Resolved Further That** pursuant to Section 13 and all other applicable provisions if any, of the Companies Act, 2013, consent of the members of the company be and is hereby accorded and the existing Clause V of Memorandum of Association of the Company be amended by substituting in its place with the following new clause V:

"V. The Authorized Share Capital of the Company is Rs. 90,00,00,000/- (Rupees Ninety crores only) comprising of Rs. 77,00,00,000/- (Rs. Seventy-Seven Crores Only) divided into 7,70,00,000 (Seven Crores Seventy Lakhs Only) Equity Shares of Rs. 10/- each and Rs. 13,00,00,000 (Rs. Thirteen Crores Only) divided into 13,00,000 (Thirteen lakhs Only) Preference shares of Rs. 100 each."

Resolved Further That for the purpose of giving effect to the above resolution, the Directors of the Company (including any Committee thereof) be and are hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem expedient, necessary, fit or proper in connection therewith or incidental thereto and to settle all/any questions, doubts or difficulties which may arise in this regard."

5. **Issue of Equity Shares of the Company on Rights Basis**

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

"**Resolved That** pursuant to Section 62(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI LODR Regulations, the Foreign Exchange Management Act, 1999 and other applicable laws, rules, regulations and guidelines, and subject to such approvals, consents, sanctions and permissions as may be necessary from the Reserve Bank of India, the Stock Exchanges, the Securities and Exchange Board of India and/or any other statutory or regulatory authority, as may be applicable, approval of the Members be and is hereby accorded to the Board of Directors (including any Committee thereof) to offer, issue and allot Equity Shares of the Company, for an amount not exceeding Rs. 500 Crores (Rupees Five hundred only), in multiple tranches, to the existing eligible equity shareholders of the Company as on the record date, on a rights basis, in such proportion (rights entitlement ratio), at such price (including premium, if any), in such manner and on such terms and conditions as the Board may, in its absolute discretion, determine, including the right to offer a part of such issue to renunciation by the existing shareholders in favour of other persons and/or to any standby underwriters."

"**Resolved That** the Board be and is hereby authorized to enter into and execute all such agreements and arrangements with any lead manager(s), underwriter(s), guarantor(s), financial and/or legal advisor(s), registrar(s) and all such agencies as may be involved or concerned in the offering and to remunerate such agencies/institutions by way of commission, brokerage, fees or the like, and also to enter into and execute all other agreements, arrangements, documents and instruments as may be necessary or desirable in connection with the Rights Issue."

"**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem expedient, necessary, fit or proper in connection therewith or incidental thereto and to settle all/any questions, doubts or difficulties which may arise in this regard."

6. **Borrowing Powers of the Board:**

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

"**Resolved That** subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any Body corporate/ entity/ entities and/or authority/authorities and/or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral Financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding `10,00,00,00,000 (Rupees One Thousand Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."

"Resolved Further That for the purpose of giving effect to the above resolution, the Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem expedient, necessary, fit or proper in connection therewith or incidental thereto and to settle all/any questions, doubts or difficulties which may arise in this regard."

7. **Creation of Charges /Mortgage Properties of the Company under Section 180(1)(a) of the Companies act 2013.**

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

"Resolved That in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013(including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors)for creating the mortgage/pledge/hypothecation/ lien/charge whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company) in such form and manner and with such ranking as to priority and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties, tangible and/or intangible properties of the Company, both present and future and/or the whole or any part of the undertaking(s) or any properties of the Company where so ever situated, in favour of the banks, Financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders")to secure any borrowings, Financial assistance or Financial indebtedness availed/to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/partially convertible debentures and/or-non-convertible debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or Floating rates notes/bonds and other debt instruments), issued/ to be issued by the Company, from time to time for an amount not exceeding Rs. 1000 crores (Rupees One Thousand Crores Only) together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/to be entered into between the Company and the lender(s)/agent(s)/trustees , in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s)/agent(s)/trustee(s).

"Resolved Further That for the purpose of giving effect to this resolution, the Board and the Committee thereof be and is hereby authorized to finalise, settle and execute such documents/deeds/writings /papers/agreements as may be required and to do all acts, deeds and things, as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to create mortgage /charge as aforesaid and also to delegate all or any of the powers to the Committee of Directors or the Principal officer of the Company and generally to do all such acts, deeds and things as may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

8. **Approval for Raising of Funds Up To ₹500 Crores Through Permissible Securities**

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

"Resolved That pursuant to the provisions of Sections 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the Foreign Exchange

Management (Non-Debt Instruments) Rules, 2019, and all other applicable laws, rules, regulations, circulars, notifications and guidelines, including any statutory modification(s) or re-enactment(s) thereof, and subject to such approvals, permissions, sanctions and consents as may be necessary from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and other regulatory authorities, consent of the Members be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to create, offer, issue and allot, in one or more tranches, such number of Equity Shares, Preference Shares, Convertible Securities, Foreign Currency Convertible Bonds (FCCBs), Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Qualified Institutions Placement (QIP), Foreign Direct Investment (FDI), Compulsorily Convertible Debentures (CCDs), Compulsorily Convertible Preference Shares (CCPS), warrants or any other equity-linked or debt-linked securities or instruments, or any combination thereof, for an aggregate amount not exceeding ₹500 Crores (Rupees Five Hundred Crores only), on such terms and conditions, at such price, to such investors, whether domestic or foreign, as may be determined by the Board in accordance with the applicable laws and regulations."

"**Resolved Further That** the Board of Directors be and is hereby authorised to determine the timing, structure, size, pricing, class of investors, issue methodology, utilisation of proceeds and all other terms and conditions of such issue(s), and to appoint merchant bankers, legal advisors, registrars, depositories, underwriters and such other intermediaries as may be necessary."

"**Resolved Further That** the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all documents, agreements, filings, applications and writings as may be necessary or expedient for giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

9. **Approval for Redemption of Redeemable Preference Shares aggregating to ₹12,95,00,000 (Rupees Twelve Crore Ninety-Five Lakh only)**

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

"**Resolved That** pursuant to Regulation 23 and other applicable provisions of the SEBI Listing Regulations, Section 55 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Related Party Transaction Policy, and subject to such approvals, consents, sanctions and permissions as may be necessary, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for repayment/redemption of 12,95,000 Cumulative Non-Convertible Redeemable Preference Shares of Rs.100/- each, aggregating to Rs.12,95,00,000 (Rupees Twelve Crore Ninety-Five Lakh only), held by Dr. A. C. Muthiah, a Promoter of the Company, on the terms of issue/redemption already approved at the time of allotment of such Preference Shares, and on such other terms as approved by the Audit Committee and the Board of Directors;

"**Resolved Further That** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

10. **Approval for Redemption of Debentures aggregating to ₹7,00,00,000 (Rupees Seven Crore only)**

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

"**Resolved That** pursuant to Regulation 23 and other applicable provisions of the SEBI Listing Regulations, Section 71 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company's Related Party Transaction Policy, and subject to such approvals, consents, sanctions and permissions as may be necessary, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the Members be and is hereby accorded for repayment/redemption of 350000 10% Convertible Debentures of Rs. 100 each, aggregating to ₹3,50,00,000 (Rupees Three Crore Fifty Lakh only), held by Dr. A. C. Muthiah, a Promoter of the Company, and 350000 10% Convertible Debentures of Rs. 100 each, aggregating to Rs.3,50,00,000 (Rupees Three Crore Fifty Lakh only), held by Mrs. Devaki Muthiah, a member of the Promoter Group of the Company, (aggregating in total to ₹7,00,00,000), along with accrued/applicable interest thereon, if any, on the terms of the original debenture trust deed/terms of issue, and on such other terms as approved by the Audit Committee and the Board of Directors.

"**Resolved Further That** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be considered necessary, proper or expedient to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

Place : Chennai
Date : Aug 20, 2026

By order of the Board
For SPEL Semiconductor Limited
Sd/-
P. Balamurugan
Head Operations & Whole-Time Director
DIN : 07480881

Notes :

1. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated Apr 8, 2020, 17/2020 dated Apr 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated Sep 25, 2023, (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, towards this, the Securities and Exchange Board of India ('SEBI'), vide its Circular(s) dated May 12, 2020, Jan 15, 2021, May 13, 2022, Jan 5, 2023, Oct 6, 2023, and Oct 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard from time to time, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations.

2. In Compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 41st AGM of the Company will be held through VC / OAVM on Monday, Sep 14, 2026 at 10.20 A.M. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated 5, CMDA Industrial Estate, Maraimalai Nagar, Tamil Nadu, India, 603 209.

3. 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.

4. 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.

5. 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.

6. 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 Apr 8, 2020, Apr 13, 2020, May 05, 2020 and May 5, 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.

7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated Apr 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

8. 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 Apr 8, 2020 and MCA Circular No. 17/2020 dated Apr 13, 2020, MCA Circular No. 20/2020 dated May 5, 2020, MCACircularNo.2/2021 dated Jan 13, 2021 and May 5, 2022, Dec 28, 2022 and Sep 25, 2023.

9. Notice is being sent through e-mail to all the shareholders as on Aug 21, 2026 who have registered their e-mail addresses with the Company/RTA.

10. 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 https://wisdom.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.

11. 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.

12. 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.

13. 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.

14. Members are requested to register their eMail ID with the Company or its RTA or their depository participant to enable the Company to send the Notices and other reports through eMail.

15. 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 eMail through their registered eMail Address **secretarial@csdhanapal.com** with a copy marked to **evoting@cdslindia.com.**

16. 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 Sep 7, 2026 to Sep 14, 2026, (both days inclusive) for the purpose of AGM.

17. As per Regulation 40 of SEBI Listing Regulations, as Amended, Securities of listed companies can be transferred only in dematerialized form with effect from Apr 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.

18. 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.

19. 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.

20. 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.

21. 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.
22. 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.

23. 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.
24. The Company has designated an exclusive eMail 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 Sep 7, 2026 through eMail on **ca@spel.com**.The same will be replied by the Company suitably.

25. 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.

26. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their Bank details, change of Address, change of Name, eMail 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.
27. 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.

28. The remote e-Voting period commences, Sep 11, 2026 at 10.00 A.M. (IST) and ends on Sep 13, 2026 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. Sep 7, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

29. 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.

30. 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. Sep 7, 2026, may obtain the login ID and Password by sending a request at https://wisdom.cameoindia.com/

31. 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.

32. 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.

33. 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.

34. 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, e-Mail Address, Mobile Number, Bank Account details) and nomination details by holders of securities. Effective from Jan 1, 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 Apr 1, 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, Sep 11, 2026 at 10.00 A.M. (IST) and ends on Sep 13, 2026 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. Sep 7, 2026, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.

The Instructions 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 Sep 11, 2026 at 10.00 A.M. (IST) and ends on Sep 13, 2026 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 Sep 7, 2026 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 Dec 9, 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 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 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.

I. In terms of SEBI circular **no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated Dec 9, 2020 on e- Voting facility provided by Listed Companies, 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 aforementioned SEBI Circular**,** Login method for e-Voting and joining virtual Meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1. Users who have opted for CDSL Easi / 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 Easi / Easiest are **https://web.cdslindia.com/myeasi/home/login** or visit **www.cdslindia.com** and click onLogin icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e- Voting page of the e-Voting service provider for casting your vote during the remote e- Voting period or joining Virtual Meeting & Voting during the Meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at **https://web.cdslindia.com/myeasi/Registration/EasiRegistration**
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on **www.cdslindia.com** homepage or click on **https://evoting.cdslindia.com/Evoting/EvotingLogin** The system will authenticate the user by sending OTP on registered Mobile & eMail as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services

Individual Shareholders holding securities in demat mode with **NSDL Depository**	Website of NSDL. Open web browser by typing the following URL: **https://eservices.nsdl.com** 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 to e-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 or joining virtual Meeting & Voting during the Meeting 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 or joining virtual meeting & voting during the Meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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 be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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 or joining virtual Meeting & Voting during the Meeting.

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 **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request At **helpdesk.evoting@cdslindia.com** or contact at toll free no. 180022 55 33
Individual Shareholders Holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.co.in** or call at toll free no: 1800 1020 990 and 1800 22 44 30

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

II. Login method for e-Voting and joining virtual Meetings for **Physical Shareholders and Shareholders other than individual holding in Demat form.**

1) The Shareholders should log on to the e-Voting website **www.evotingindia.com.**
2) Click on "Shareholders" 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.
5) 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.

6) If you are a first-time user follow the steps given below:

	For Physical Shareholders and other than individual Shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable For both demat Shareholders as well as Physical Shareholders)
	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.
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. 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.

III. After entering these details appropriately, click on "SUBMIT" tab.

IV. 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.

V. For Shareholders holding shares in Physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.

VI. Click on the EVSN for the relevant <Company Name> on which you choose to vote.

VII. 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.

VIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

IX. 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.

X. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

XI. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

XII. 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.

XIII. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

XIV. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, and 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 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** 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** (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

Instructions for Shareholders attending the AGM/EGM through VC / OAVM & e-Voting during Meeting are as under:

1. The procedure for attending Meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-Voting.

2. The link for VC/OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to Vote at the AGM/EGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.

6. 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.

7. 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 7 days prior to Meeting mentioning their Name, Demat Account Number/Folio Number, eMail ID, Mobile Number at (Company eMail ID). The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance

10 days prior to Meeting mentioning their Name, Demat Account Number/Folio Number, eMail ID, Mobile Number at (Company eMail ID). These queries will be replied to by the Company suitably by eMail.

8. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.

9. Only those Shareholders, who are present in the AGM/EGM 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 the EGM/AGM.

10. If any Votes are cast by the Shareholders through the e-Voting available during the EGM/AGM and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e- voting during the Meeting is available only to the shareholders attending the Meeting.

Process for the Shareholders whose eMail / Mobile No. 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), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by eMail to **Company/RTA email ID**.

2. For Demat Shareholders -, Please update your eMail ID & Mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat Shareholders – Please update your eMail ID & Mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual Meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an eMail to **helpdesk.evoting@cdslindia.com** or contact at toll free no. 180022 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an eMail to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33. (East), Mumbai – 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call on 022- 23058542/43.

i. The facility of e-Voting shall also be made available at the Meeting. Members attending the Meeting who have not already cast their vote by remote e-Voting facility shall be able to exercise their right at the Meeting. If any Votes are cast by the Member through the e-Voting available during the AGM but the Member does not participate in the Meeting through VC/OAVM facility, then the votes cast by such Member shall be considered invalid as the facility of e-Voting during the Meeting is available only to the Member attending the Meeting.

ii. The Members who have cast their vote by remote e-Voting facility prior to the Meeting may also attend the Meeting but shall not be entitled to cast their Vote again at the Meeting. If a Member cast their Vote again, then Votes cast through remote e-Voting facility shall prevail and Voting at the Meeting will be treated invalid.

iii. The Voting rights of the Members shall be in proportion to their share of the paid-up Equity Share Capital of the Company as on the cut-off date of Sep 7, 2026. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of remote e-Voting or Voting at the AGM. Any person who has ceased to be the Member of the Company before the cut- off date will not be entitled for remote e- Voting or Voting at the Meeting. Any person, who becomes Member of the Company after dispatch of the Notice and holding shares as on the cut- off date, may obtain the login ID and password by sending a request at investor@cameoindia.com. However, if any Member is already registered with CDSL for e-voting then he/she can use his/her existing user ID and password / PIN for casting their vote.
Member Queries with Respect to Annual Report or Businesses as Stated in the AGM Notice:

(i) For smooth conduct of AGM proceedings, Members who wish to receive information with respect to Company's Annual Report for the year 2026 or have questions with regard to the financial statements and the matters to be placed at this AGM, can send their request by providing their name, demat account number / folio number from their registered eMail ID to **ca@spel.com,** at least 48 hours in advance before the start of Meeting i.e. by Sep 12, 2026**,** 11:00A.M.**(IST)**.

(ii) Members who wish to ask questions or express their views at the AGM may register themselves as a **'Speaker'** by sending their request by providing their name, demat account number / folio number and mobile number from their registered eMail ID to **ca@spel.com**, at least 48 hours in advance before the start of Meeting i.e. by Sep 12, 2026, before 11:00 A.M. (IST). Those Members who have registered themselves as a speaker will only be allowed to speak at the Meeting

Members may note that the Company reserves the right to restrict the number of questions and number of speakers during the AGM, depending upon availability of time and for conducting the proceedings of the Meeting smoothly.

Inspection of Documents: The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the Members during the AGM. All documents referred to in the AGM Notice and Explanatory Statement will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of the ensuing Annual General Meeting between 14.00 hours to 16.00 hours (IST) on all working days (except Saturdays, Sundays and Holidays). Members seeking to inspect such documents can send an email to **ca@spel.com**

Dissemination of AGM Notice & Annual Report: Electronic copy of the Annual Report for the Financial Year 2026 including the AGM Notice of the Company, inter-alia, indicating the process and manner of electronic Voting ("e-Voting") is being sent to all the Members whose email addresses are registered with the Company/Depository Participant(s), for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their eMail Addresses, hard copies of the Annual Report for the financial year 2026 including the AGM Notice are being sent in the permitted mode. In case any Member is desirous of obtaining hard copy of the Annual Report for the financial year 2026 and AGM Notice of the Company, may send request to the email address at **http://wisdom.cameoindia.com/** mentioning Folio No./ DP ID and Client ID. Members who have not registered their e-mail addresses may get the same registered by sending an e-mail to the Company's Registrar, providing necessary details like Folio No./ DPID, Client ID, Name and Address, scanned copy of the share certificate (front and back) or Client Master Copy, self-attested scanned copy of PAN card and AADHAAR Card.

Members may also note that the Annual Report and the AGM Notice are available on the Company's website: www.natronix.net . Additionally, these can be accessed on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) at **www.evotingindia.com.**

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

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the Votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of the conclusion of the e-Voting period, a consolidated Scrutiniser's report of the total Votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same and shall declare the result of the Voting forthwith.

The Results declared along with the Report of the Scrutiniser shall be placed on the website of the Company www.natronix.net and on the website of CDSL immediately after the declaration of result by the Chairperson or a person authorised by him in writing. The results shall also be communicated to the Stock Exchanges.

Place: Chennai
Date: Aug 20, 2026

By order of the Board
For SPEL Semiconductor Limited

Sd/-

P. Balamurugan
Head Operations &
Whole-Time Director
DIN: 07480881

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	**Ms. Meenakshi Jayakumar**
DIN	10680038
Date of Birth	31-07-1975
Original Date of Appointment	24.06.2024
Qualification	Ph.D ,M.Phil, M.Sc., Guidance & Counselling, M.A. Music
Expertise in specific functional areas	Principal of music industry from 09-11-2016 till date.
List of other Directorships held excluding foreign companies, Companies under Section 8 of the Companies Act, 2013 And Private Companies	Nil
Chairman / Member of the Committees of the Board of other Companies in which he is a Director	Nil
No. of shares held in the Company	0

Explanatory Statement pursuant to section 102 of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and secretarial Standard–2, containing material facts in respect of item of Special Business set out in this Notice:

Item No. 3

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company, only with the approval of the Members of the Company by way of a Special resolution.

Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1)(a) of the Companies Act, 2013 is 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.

Explanation (ii) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1)(a) is in any financial year, twenty percent or more of the value of the undertaking as per the Audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, Members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell / transfer/ dispose-of immovable/ movable property/ies/ the fixed assets/undertakings of the Company as may be determined by the Board to repay its dues/liabilities, retirement of debts and to meet growth objectives for such consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company, provided the aggregate amount of such transactions price may be decided by the Board of Directors and shall be reviewed and finalized on the date of execution of sale deed.

The above resolution is recommended for your approval for passing this resolution at this Meeting. The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

Item No. 4

As part of the Company's long-term business expansion strategy, including the expansion of existing OSAT/ATMP capacity and establishment of Advanced Packages Production, Semiconductor Design Centres and Research & Development infrastructure in India and for the purpose of modernization and expansion of its semiconductor manufacturing facilities, including investment in manufacturing infrastructure, advanced packaging, testing, automation, utilities, and related facilities, the Board of Directors, at its 204th Meeting held on July 20, 2026, considered and approved raising of funds by way of a Rights Issue, and a corresponding enhancement of the borrowing powers and Authorized Share Capital of the Company.

The existing Authorized Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crore only). In order to accommodate the proposed issuance of Equity Shares pursuant to the Rights Issue referred to in Item No. 4 of this Notice, and to provide sufficient headroom for the Company's future capital requirements, it is proposed to increase the Authorized Share Capital of the Company to Rs. 90,00,00,000 (Rupees Ninety Crore only), which requires a consequential alteration of Clause V of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is in any way, financially or otherwise, concerned or interested in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company. The Board recommends the Ordinary Resolution set out at Item No. 4 for approval of the Members.

Item No.5:

The Board of Directors, at its 204th Meeting held on July 20, 2026, approved raising of funds by way of one or more Rights Issues and/or Qualified Institutions Placements, or any combination thereof, for an aggregate amount of up to Rs. 500 Crores, to partly finance the Company's capital expenditure, expansion of Semiconductor Manufacturing/OSAT-ATMP facilities, working capital requirements and other long-term business purposes, subject to the approval of the Members and other statutory and regulatory authorities as may be required.

A Rights Issue enables the Company to raise funds while according existing shareholders a pre-emptive right to subscribe to the new Equity Shares in proportion to their existing shareholding, in accordance with Section 62(1)(a) of the Companies Act, 2013. The detailed terms of the Rights Issue, including the rights entitlement ratio, issue price and record date, will be determined by the Board (or a Committee thereof) at the appropriate time, in accordance with applicable law.

None of the Directors or Key Managerial Personnel of the Company, or their relatives, is in any way, financially or otherwise, concerned or interested in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company and their entitlement to participate in the Rights Issue in that capacity. The Board recommends the Special Resolution set out at Item No. 5 for approval of the Members.

Item No.6:

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's Bankers in ordinary course of business) by the Company beyond the aggregate of the Paid-up Capital of the Company and its Free Reserve requires approval from the Shareholders of the Company.

Keeping in view of enhanced requirement of loan and also the legal requirement that Section 180(1) of the Companies Act, 2013 provides that the Board of Directors of a Company shall exercise the said power only with the consent of the Company by a Special Resolution. Hence, the Special Resolution at Item No.6 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 1000 crores are intended for this purpose.

The Directors recommends the resolution for Members' approval as a Special Resolution.
None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

Item No. 7:

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. In terms of the provisions of Section 180 (1) (a) of the Companies Act, 2013, a company cannot sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking or undertakings of the Company without the consent of the Shareholders of the Company by way of a Special Resolution.

The proposed borrowings of the Company may, if necessary, be secured by way of Charge/mortgage/hypothecation on the Company's assets in favour of the lenders.

Therefore, the Board of Directors of the Company recommends the passing of the proposed Special Resolution as contained in this Notice, by Members of the Company.

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

Item No. 8:

In order to provide the Company with adequate financial flexibility for its proposed expansion into semiconductor manufacturing, OSAT/ATMP facilities, advanced packaging, design services, research and development, working capital and other strategic initiatives, the Board considers it appropriate to obtain an enabling approval from the Members to raise funds of up to Rs. 500 Crores through one or more permissible capital market instruments, including Rights Issue, Qualified Institutions Placement (QIP), Foreign Direct Investment (FDI), Foreign Currency Convertible Bonds (FCCBs), convertible securities and such other instruments as may be permitted under applicable laws. The proposed resolution is an enabling resolution and does not commit the Company to immediately undertake any specific fund raising. The actual timing, size, pricing, structure and instrument shall be determined by the Board, subject to market conditions, regulatory approvals and applicable laws.

Item No. 9 & 10:

The Company had, in the ordinary course of raising funds, issued and allotted the following instruments to persons forming part of the Promoter/Promoter Group of the Company, to meet the Company's funding/working capital requirements at the relevant time:

Instrument	Holder (Related Party)	Amount (₹)	Date of Allotment
Redeemable Preference Shares (12,95,000 shares of ₹100/- each)	Dr. A. C. Muthiah (Promoter)	12,95,00,000	Tranche 1 – 24.05.2025 Tranche 2 – 14.11.2025
Debentures	Dr. A. C. Muthiah (Promoter)	3,50,00,000	30.07.2016
Debentures	Mrs. Devaki Muthiah (Promoter Group)	3,50,00,000	30.07.2016

The said Preference Shares and Debentures have now become due/eligible for repayment/redemption in accordance with their respective terms of issue. The Board of Directors, at its meeting held on 20-08-2026, has approved the proposed repayment of the Preference Shares aggregating Rs.12,95,00,000 held by Dr. A. C. Muthiah, and the Debentures aggregating Rs.7,00,00,000 held jointly/severally by Dr. A. C. Muthiah (Rs.3.5 Crore) and Mrs. Devaki Muthiah (Rs.3.5 Crore), subject to the approval of the Members.

The repayment is proposed to be funded through proceeds of the Rights Issue proposed by the Company.

The Preference Shares (Rs. 12,95,00,000) proposed to be repaid/redeemed are held by **Dr. A. C. Muthiah**, and the Debentures (Rs. 7,00,00,000) proposed to be repaid are held by **Dr. A. C. Muthiah** (Rs3.5 Crore) and **Mrs. Devaki Muthiah** (Rs. 3.5 Crore). Dr. A. C. Muthiah is a Promoter of the Company, and Mrs. Devaki Muthiah is a member of the Promoter Group/relative of Dr. A. C. Muthiah. Both are, therefore, "related parties" within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations. Accordingly, the transactions set out in Item Nos. 1 and 2 above constitute "related party transactions" under Regulation 2(1)(zc) of the SEBI Listing Regulations.

None of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way, financially or otherwise, concerned or interested, in the resolutions set out at Item Nos. 9 and 10.

In terms of Regulation 23(4) of the SEBI Listing Regulations, Dr. A. C. Muthiah and Mrs. Devaki Muthiah, being related parties to the transactions set out in Item Nos. 9 and 10 and all other related parties of the Company, whether or not they are party to the said transactions, shall abstain/refrain from voting on the Ordinary Resolutions set out at Item Nos. 9 and 10, irrespective of whether such related party is a party to the particular transaction or not.

Place : Chennai
Date : Aug 20, 2026

By order of the Board
SPEL Semiconductor Limited
Sd/-
P. Balamurugan
Head Operations & Whole-Time Director
DIN : 07480881

Directors' Report

Your Directors present the 41st Annual Report of the Company together with the Audited Accounts for the year ended Mar 31, 2026. Financial Highlights / Performance/ the Operating results of your Company as per Ind AS Financial Statements for the year ended Mar 31, 2026 are given below:

Financial Highlights/Performance

Rs in lakhs

Particulars	Year ended Mar 31, 2026	Year ended Mar 31, 2025	Year ended Mar 31, 2024
Sales	6,28.00	7,86.42	1,200.41
Other Income	2,25.07	1.65.48	140.96
PBIDT	1,18.33	(3.99.91)	(1,15.86)
Finance Cost	5,05.83	2,88.48	2,57.02
Depreciation	1,14.30	2,00.50	2,87.91
Profit / (Loss) before Before Exceptional items	(5,01.81)	(8,88.89)	(6,60.78)
Less: Exceptional items	(18,82.31)	(12,57.14)	(9,76.18)
Profit / (Loss) before Tax	(23,84.11)	(21,46.03)	(16,36.96)
Tax Expense	-	43.60	41.78
Profit / (Loss) after Taxation	(23,84.11)	(21,02.43)	(16,78.74)

Company's performance

The turnover of the Company has decreased to Rs.628 Lakhs as compared to Rs.786.42 Lakhs in the previous year. It is expected to improve production orders in FY 2026-27. The outlook for FY 2026-27 is good and SPEL has plans to introduce new Customers from Europe & US regions.

Dividend

Due to insufficiency of profits during the year under, dividend could not be paid during the year.

Material changes affecting the financial position of the Company which have occurred between the end of Financial Year and the date of the report- Nil

Details of significant and Material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future- Nil.

Transfer to Reserves

There were no transfers made to any Reserves during the Year.

Adequacy of internal financial controls

The Company's internal financial controls systems are commensurate with the nature of business and the size and complexity of its operations. These are routinely tested by the Internal Auditors and cover all key business areas.

Subsidiary/Joint Ventures/Associate Companies

There is no subsidiary or Joint ventures or Associate Companies involved.

Deposits

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

Statutory Auditors

M/s. Venkatesh & Co., Chartered Accountants (FRN: 004636S) shall hold office as Statutory Auditors of the Company till the conclusion of the ensuing Annual General Meeting. As per the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Board, upon the recommendation of the Audit Committee, in its Meeting held on June 27, 2023 recommended the appointment of M/s. Venkatesh & Co., Chartered Accountants (FRN:004636S) as the Statutory Auditors of the Company for a further period of 4 consecutive years, to hold office from the conclusion of the 38th Annual General Meeting till conclusion of the 42nd Annual General Meeting to be held in the year 2027. M/s. Venkatesh & Co., Chartered Accountants (FRN: 004636S) have confirmed their eligibility and willingness to hold office as Statutory Auditors of the Company. The Board recommends aforementioned appointment in the forthcoming Annual General Meeting of the Company.

1. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

2. The Auditors' Report on the Financial Statements of the Company for the financial year ended Mar 31, 2026 is modified i.e., it contains qualification opinion. The Management has provided its remarks on the same in the Statement of Impact of Audit Qualifications submitted along with Annual Audited Financial Results for the quarter and year ended Mar 31, 2026.

Details in Respect of Frauds Reported by Auditors-Nil

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. S. Dhanapal, Senior Partner, M/s. S. Dhanapal & Associates LLP, a firm of Practising Company Secretaries to undertake the Secretarial Audit of the Company. Pursuant to Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. S. Dhanapal & Associates LLP, a firm of Practising Company Secretaries is proposed to be appointed as Secretarial Auditors for first term of Five consecutive years from FY 2025-26 to FY 2029-30 subject to the approval of Shareholders in the ensuing Annual General Meeting.

Share Capital

There has been no change in the share capital of the Company during the year.

Directors and Key Managerial Personnel

As per the provisions of the Companies Act, 2013, Mr. Ramanujam Venkatesh (DIN: 07242631), is retiring by rotation, being eligible, offers himself for re-appointment.

Dr. G. Nagarajan (DIN: 08259812) was appointed as an Additional Director in the Board Meeting held on Aug 13, 2025 and was regularized in the AGM held in 2025.

Dr. Enakshi Bhattacharya (DIN: 05277571), Independent Director resigned with effect from the closure of business on Aug 13, 2025.

Change in CFO – Mr. Parthasarathy was removed as CFO on May 19, 2026 after the end of Financial Year 2025-26.

Declaration by Independent Directors

The Company has received declarations from all its Independent Directors that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the financial year ended Mar 31, 2026.

Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

Familiarization Programme for Independent Directors

The Company conducts an orientation program and presents power point presentation for Independent Directors in order to enable them to familiarize with the Company's Policies, Strategy, Operations, Product offerings, Organisation Structure, Human Resources, Technologies, Facilities and Risk Management.

Number of Meetings of the Board

Four Meetings of the Board were held during the year the details of which are given in the Corporate Governance Report, which forms part of this report.

Audit Committee

The details pertaining to composition and Meetings of Audit Committee are included in the Corporate Governance Report, which forms part of this report

Nomination and Remuneration Committee

The details pertaining to Nomination and Remuneration Committee are included in the Corporate Governance Report, which forms part of this report

Details of Nomination and Remuneration Policy

Salient features of the Nomination and Remuneration Policy forms part of this report and the detailed policy is hosted placed on the website of the Company at http://www.natronix.net/.html.

Employees and Managerial Remuneration

The statement of disclosure of remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") is provided as part of this Report.

The information as per Rule 5(2) and Rule 5(3) of the Rules, forms part of this Report. However, as per first proviso to Section 136(1) of the Act and Second Proviso to Rule 5 of the Rules, the report and financial statements are being sent to the Members of the Company excluding the statement of particulars of employees under Rule 5(2) and Rule 5(3) of the Rules. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered office of the Company. The said statement is also available for inspection by the Members at registered office of the Company during office hours till the date of Annual General Meeting.

Managerial Remuneration

Managerial Remuneration is given as annexure which forms part of this report.

Formal Annual Evaluation of Board on its own performance, Committees of the Board and the individual Directors

The Board of Directors have carried out annual evaluation of its performance, Committees of the Board and the independent Directors pursuant to the provisions of the Act and Corporate Governance as prescribed under Regulation 17 (10) of SEBI (LODR) Regulation 2015 for the financial year ended Mar 31, 2026.

Loans, guarantees or investments

Particulars of loans, guarantees and investments have been disclosed in the financial statements.

Contracts or arrangements with Related Parties

The particulars of every contract or arrangement entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto have been disclosed in Form AOC -2.

Qualifications in Statutory Audit Report

1. Attention is drawn to Note 5.2 of the accompanying statement where in the Company has incurred the losses and generated negative cash flows during the period under review and in earlier years. The above indicates that a material uncertainty exists that may cast significant doubt on Company's ability to continue as a going concern. Pending resolution of the above uncertainty, the Company has prepared the aforesaid statement on going concern basis.

Reply of the management:

The Company is actively implementing corrective actions aimed at infusing additional capital to address financial shortcomings and rectify the defaults that have occurred. These measures are being taken to strengthen the Company's financial position and reduce the material uncertainties surrounding its ability to continue as a going concern.

2. The Company witnessed resignation of major employees during the year, resulting in a significant reduction in employee strength as at the reporting date. The above condition indicates significant operational uncertainty and may cast significant doubt on the Company's ability to continue as a going concern. Pending resolution of the above uncertainty, the Company has prepared the aforesaid statement on a going concern basis.

Reply of the management:

The persistence of the temporary factory suspension has necessitated a reduction in employee strength. However, management is actively engaged in resolving the bottleneck to resume operations shortly.

3. Major plant and machinery of the Company had broken down during the year and production activities were not carried out during the fourth quarter of FY 2025-26. The absence of production operations and non-functional critical machinery indicate material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Pending resolution of the above uncertainty, the Company has prepared the aforesaid statement on a going concern basis.

Reply of the management:

The Company is taking active steps to dispose 8. 14 acres of Surplus lease land in the premises for which the Board and Member approvals were already obtained. The proceeds realized through Sale of land would be helpful in minimizing the liabilities of the Company. The Company awaits release of India Semiconductor Mission 2.0 Incentive guidelines applicable for Semiconductor Industry towards availing the capex subsidy for the Expansion project funding. The Company is also actively pursuing low cost debt funding for revamping the business and also looking up for Potential Customers for mutual collaboration through Business tie-ups towards growth and expansion.

4. As stated in Note No. 4.6 and Note No. 5.9 to the financial statements, trade receivables amounting to Rs. 58.76 Lakhs and trade payables amounting to Rs. 326.98 Lakhs as at 31 March 2026 are subject to confirmation and reconciliation. In the absence of independent balance confirmations and reconciliation of balances, we were unable to determine whether any adjustments might be necessary in respect of the reported balances of trade receivables, trade payables and the consequential impact on the financial statements for the year ended Mar 31, 2026.

Reply of the management:

The Company has initiated a comprehensive measures to obtain independent balance confirmations and reconcile these accounts with the respective parties.

Vigil mechanism for Directors and Employees

The Company has a Vigil Mechanism by way of Whistle Blower Policy to provide a Vigil Mechanism for Employees and Directors to report genuine concerns. The provisions of this policy are in line with Section 177 (9) of the Act. and as per SEBI (LODR) Regulations 2015. A copy of the policy is uploaded in the website of the Company.

Risk Management

The Board of Directors and Senior Management are undertaking measures to identify and monitor the risks faced by the Company and review and evolve the risk mitigation plan. Periodical action is taken to address the major risks identified.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All the employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has not received any complaint on sexual harassment during the financial year ended Mar 31, 2026.

Compliance with Secretarial Standards

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed / complied with by the Company.

Conservation of energy, technology absorption and foreign exchange earnings and outgo:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

Conservation of Energy

The Company has in place an Energy Committee which meets once a month. This Committee consists of Cross-functional Executives. It assesses the potential areas, develops means to save energy and implements the plan with the approval of the Management.

Measures were taken during the year to conserve water and electricity resorting to reuse of Dicing process water, rain water harvesting, power factor improvement and investment on air cooled chillers and air compressors.

Savings in Electricity	20242 Units
Savings in Water Consumption	2980 KL

Technology Absorption

The particulars regarding Technology Absorption are not applicable to your Company.

Foreign Exchange Earnings and Outgo

Your Company is a 100% Export Oriented unit and is constantly striving to increase its exports
Foreign Exchange used during the year: 131 Lakhs
Foreign Exchange earned during the year: 456 Lakhs

Research & Development

The Company has carved out an ambitious plan of investment in R&D. This will include investment in Package Intellectual Property, thereby assisting Company's revenue and profitability in the future years.

Corporate Governance Certificate

The Corporate Governance Certificate from the Auditors or practicing Company secretaries regarding compliance of conditions of Corporate Governance as stipulated in Schedule V, Regulation 34(3) of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with this report.

Miscellaneous:

a. The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
b. The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
c. The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished.
d. During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014is furnished.
e. During the year, there was no proceeding initiated by or against the Company under the Insolvency and Bankruptcy Code, 2016 which is being addressed by the Company.
f. The requirement to disclose the details of difference between amount of Valuation done at the time of onetime settlement and valuation done while taking loan from Banks & Financial Institutions along with the reasons thereof, is not applicable.
g. The Company has complied with the provisions of the Maternity Benefit Act 1961
h. There are currently a few cases pending before the National Company Law Tribunal (NCLT), Chennai Bench. The Company is fully aware of its legal obligations and is actively engaged in addressing and resolving these matters. It is taking all necessary steps in accordance with the applicable laws and regulations, including engaging with legal counsel, submitting timely responses and documentation, and cooperating with all procedural requirements set forth by the Tribunal. Efforts are underway to ensure that the matters are concluded at the earliest possible time, with due compliance to the directives of the NCLT.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm that:

a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
d. they have prepared the annual accounts on a going concern basis;
e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively and
f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
g. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial Auditors and external consultants and the reviews performed by the management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the Financial Year 2025-26.

Acknowledgements

Your Directors place on record their gratitude especially to the Promoters, who had assisted significantly towards the recovery path. Directors also placed on record their gratitude to the Government of India, the Government of Tamil Nadu, Financial Institutions, Bankers, Insurance Companies, Customs & Excise authorities, valued overseas Customers & Vendors and the Promoters for the continued assistance and

support extended to the Company.

Yours Directors wish to place on record, their appreciation of the efficient and loyal services rendered by the supportive Employees at all levels of the Company. Yours Directors wish to thank the Shareholders who constitute the mainstay of the Company for their unstinted support, forbearance confidence reposed on the Management.

Date : Aug 20, 2026
Place : Chennai

By order of the Board
For SPEL Semiconductor Limited

Sd/-	**Sd/-**
S. Chandramohan	**P. Balamurugan**
Director	**Head Operations & Whole-Time Director**
DIN : 0052571	**DIN : 07480881**

Form No. AOC -2

(Pursuant to Clause (h) of sub-section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil
2. Details of materials contracts or arrangement or transactions at arm's length basis: No material transactions falling under section 188 of the act during the year.

Date : Aug 20, 2026
Place : Chennai

By order of the Board
For SPEL Semiconductor Limited

Sd/-	**Sd/-**
S. Chandramohan	**P. Balamurugan**
Director	**Head Operations & Whole-Time Director**
DIN : 0052571	**DIN : 07480881**

Extracts from Nomination and Remuneration Policy

1. Preamble

SPEL Semiconductor Ltd (SPEL) strongly believes that human resources which manage the other resources have infinite potential, and therefore, their development is the key to organizational effectiveness. We commit ourselves to integrate human resources with Organizational growth and development for mutual benefit.

2. Scope

This Nomination and Remuneration Policy of SPEL has been formulated in compliance with Section 178 and other applicable provisions of the Companies Act 2013 read with the applicable rules thereto and re-enactment thereof and applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015.

3. Objectives

1. To laydown criteria in relation to Appointment and Removal of Directors, Key Managerial Personnel (KMP) and Senior Management
2. To formulate criteria for determining qualification, positive attributes and independence of a Director.
3. To review the elements of the remuneration package, structure of remuneration package for the Directors, KMPs and other Senior Management.
4. To review the changes to remuneration package, terms of appointment, severance fee, requirement and termination policies and procedures.
5. To recommend the shortlisted candidates who are qualified to be Director and who can be appointed in Senior Management position
6. The Committee is authorised to seek information about any employee and the management is directed to co-operate.
7. The Committee can be present at the General Meeting to answer the shareholder's queries.
8. Recommendation of success plans for the Directors.

4. Definitions

"Key Managerial Personnel", in relation to a Company, means (i) the Chief Executive Officer or Head (Operations) (ii) the whole-time Director; (iii) the Chief Financial Officer; (iv) the Company Secretary and (v) such other officer as may be prescribed under the Companies Act 2013.

"Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and Regulation 19 of SEBI LODR (Listing Obligations & Disclosure Requirements) Regulation, 2015.

"Senior Management": - means executives of the Company who are Members of its core Management team excluding Board of Directors & key managerial personnel comprising all Members of Management one level below the executive Directors, including the functional heads.

5. Policy

The Nomination & Remuneration Committee ("Committee") constituted by the Board of Directors of the Company, shall identify, ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level. The Committee has powers to decide whether qualification, expertise and experience possessed by a person are sufficient for such position. The Committee delegates its powers to Human Resources Department of SPEL as regards the Senior Management personnel are concerned.

6. Composition of the Committee

The composition of the Committee is / shall be in compliance with the Companies Act, 2013, Rules made thereunder, and the Rule made under SEBI LODR Regulations, 2015. There shall be Minimum of 3 Non-Executive Directors out of which two shall be Independent Directors. Chairperson shall be an independent Director.

1. Executive Directors

The Appointment or Removal of the Executive Directors shall be in accordance with the provisions of the Companies Act 2013 (as amended from time to time) read with the applicable Rules framed under the Companies Act 2013 and also in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

I. Independent Directors

An independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, Management sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business and such other related areas as the Nomination & Remuneration Committee may in its absolute discretion deem fit.

The Independent Directors of the Company shall also be subject to Familiarization Programme for Independent Directors framed by the Company in this regard. The Terms and Conditions for Appointment / Removal of Independent Director shall be as per the Policy framed by the Company in this regard. The criteria followed for Director disqualification / removal shall be as below:

a. A person of unsound mind.
b. Become Bankrupt.
c. Convicted by a court for moral turpitude and sent to prison for not less than 6 months.
d. Absenteeism from the Board & Committee Meetings. consecutively for a period of 12 months.
e. Participation in illegal activities.
f. Sharing sensitive and confidential information to an unauthorized person.
g. Inappropriate / disrespected behaviour during the Board Meetings.
h. Making use of the Company for personal gains.
i. Violating Code of Ethics of the Company.
j. Getting associated with the Companies competitors.
k. Removal by majority of the Shareholders.
l. he acts in contravention of the provisions of section 184 relating to entering into contracts or arrangements in which he is directly or indirectly interested;
m. he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184;

II. KMP, Senior Management and other Employees

The Company has an organizational chart displaying the position of Senior Management including KMP and other positions with the minimum qualifications and experience requirements for each position which commensurate with the size of its business and the nature and complexity of its operations. Any new recruit in the Company is to match the requirements prescribed in the organizational chart of the Company. Any removal of Key Managerial personnel, Senior Management shall be done in consultation with the Board and NRC Committee.

2. Remuneration

A. Remuneration to Managing/ Whole-Time / Executive/ Director, KMP and Senior Management Personnel:

The Remuneration/ Compensation/ Commission etc. to be paid to Director/Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and subject to Shareholder / Board approval.

The remuneration /compensation /commission, etc., as the case may be, shall also be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required and shall be in accordance with the provisions of the Act and Rules made there under. The remuneration of KMP and Senior Management shall be fixed based on HR policy of the Company and done in consultation with NRC and Board.

B. Remuneration to Non-Executive/Independent Director

The Non-Executive/Independent Director may receive remuneration by way of remuneration / commission /sitting fees. The amount of sitting fees shall be decided by the Committee / Board / shareholders and subject to limits as provided under the Companies Act, 2013 and rules made there under and subject to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 or any other enactment for the time being in force. It is the discretion of the Board to consider paying the sitting fees only to Independent Directors.

C. Remuneration to other Employees:

Apart from the Directors, KMPs and Senior Management Personnel, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience. The power to decide structure of remuneration for KMP, Senior Management and other employees has been delegated to the Human Resources Department of the Company.

3. Review & Amendment

1. The NRC or the Board may review the Policy as and when it deems necessary
2. This Policy may be amended or substituted by the NRC or by the Board as and when required and also by the Compliance Officer where there are any statutory changes necessitating the change in the policy.

The Evaluation policy of the Board, Committees and Directors is provided in “Draft Evaluation Policy for Directors” and the same is hosted in http://www.natronix.net/DraftPerformanceEvaluationPolicy.pdf

PARTICULARS OF KMP AND REMUNERATION

Details as required under Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name Of Director/ KMP	Amount Of Remuneration per Annum (INR in Lakhs)	Ratio Of Remuneration To Median Remuneration of Employees for the Financial Year
Mr. P. Balamurugan, - Head (Operations) & Whole Time Director	13L	5
Mr. Nupur Garg – Company Secretary	3.6L	1.5
Mr. T.Parthasarathy	4.8L	2

Other details

The number of permanent employees on the role of the Company.	62 Employees
The explanation on the relationship between average increase in remuneration and Company performance	Changes in the remuneration of employees is in line with Company sales performance
Comparison of the remuneration of the Key Managerial Personnel against theperformance	The remuneration of the KMP’s are in line with the remuneration policy of the Company where

Remuneration policy of the Company.	The remuneration is determined based on their performance which is correlated to the performance of the Company.
Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies the variations in the net worth of the Company as at the close of the current financial year and previous financial year.	Particulars : Mar 31, 2026 Market capitalization Rs. 629.04 Crs Price Earnings Ratio (20.89)
Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	There was no increase in the Managerial Remuneration.
The key parameters of any variable component of remuneration availed by the Directors	Not applicable
The ratio of the remuneration of thehighest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year	Not applicable
Affirmation that the remuneration is as perthe remuneration policy of the Company	The remuneration of Directors, Senior Management and Employees is as per the Remuneration Policy of the Company.

Date : Aug 20, 2026
Place : Chennai

By order of the Board For SPEL Semiconductor Limited

Sd/-
S. Chandramohan
Director

DIN : 0052571

Sd/-
P. Balamurugan
Head Operations &
Whole-Time Director
DIN : 07480881

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE YEAR ENDED 31.03.2026

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
SPEL Semiconductor Limited,
Chennai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SPEL Semiconductor Limited (CIN: L32201TN1984PLC011434)** (hereinafter called the company). Secretarial Audit was conducted based on records made available to us, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion/understanding thereon.

Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and made available to us and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, we, on strength of those records, and information so provided, report that in our opinion and understandings, the Company, during the financial year ended on March 31, 2026 appears to have complied with the statutory provisions listed hereunder and also in our limited review, that the Company has proper and required Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the Books, Papers, Minutes' Book, Forms and Returns filed and other records maintained by the Company and made available to us for the financial year ended on March 31, 2026 according to the applicable provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder as applicable;
ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable;
v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI ACT') to the extent applicable during the year:-
a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
e) The Securities and Exchange Board of India(Issue and Listing of Non-Convertible Securities) Regulations, 2021;
f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025;
g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

vi) All other relevant applicable Laws including those specifically applicable to the Company, a list of which has been provided by the management. The examination and reporting of these Laws and Rules are limited to whether there are adequate systems and processes in place to monitor and ensure compliance with those Laws.

We have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2).

ii) The Listing Agreements entered into by the Company with BSE Ltd. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company has complied in accordance with the requirements to be met with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable *except delay in submission of financial results with the BSE for the quarter ended 31.12.2025 under regulation 33 of SEBI (LODR) Regulations, 2015; The Company paid the fine and strengthened its internal compliance monitoring process to ensure timely submission of Board Meeting intimation (Boarding Meeting held on 29.05.2024 pertaining to financial year 2024 – 25).*

It is represented to us that the company has initiated measures, wherever required, to address issues raised by the Statutory Authorities and Letters/Notices received by the Company during the financial year under various enactments as applicable to the company.

We further report that**,** subject to the above, the related documents that we have come across depict that:

The Board of Directors of the Company is constituted as applicable with proper balance of Executive Directors, Non-Executive Directors **and Independent Directors** and the changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that during the financial year Mr. Gurumurthy Venkatesan, CFO has resigned from the Company and Mr. Thiruvenkata Chari Parthasarathy has appointed as CFO of the Company.

We further report that during the financial year, the company has voluntarily suspend Manufacturing Operations at its factory with effect from 14th January 2026.

We further report that based on our limited review of the compliance mechanism established by the Company, there appear adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

We further report that, other than the events reported above**,** the Company has sought the approval of its members for following major events other than transaction of ordinary business at the 40^{th} Annual General Meeting held on 26.09.2025:

a. To approve conversion of Rs.6,95,00,000/- Unsecured Loans into Preference Shares
b. Approval to sell, Lease or otherwise dispose of whole or substantially the whole of the undertaking (s) of the Company
c. To appoint Dr. Nagarajan Govindan (DIN: 08259812) as an Independent Director of the Company
d. Approval of Mr. Swaminathan Chandramohan (DIN: 00052571) for acting as Director beyond the age limited of seventy-five years
e. Appointment of Secretarial Auditor

We further report that our Audit was subjected only to verifying adequacy of systems and procedures that are in place for ensuring proper compliance by the Company and we are not responsible for any lapses, if any in those compliances on the part of the Company. The compliance with provisions of applicable Laws which have been subject to other audits have not been independently reviewed by us and the reports wherever shown to us have been relied upon in rendering our report.

We further report that we have conducted the Secretarial Audit whenever required through online verification and examination of records, as requested and facilitated by the company for the purpose of issuing this Report.

For S DHANAPAL & ASSOCIATES LLP
(A Firm of Practicing Company Secretaries)
Peer Review Certificate No. 7751/2026
Firm UIN.: L2023TN014200

Date: 27.07.2026
Place: Chennai

Ramanathan Nachiappan
Designated Partner
FCS: 6665
CP No. 11084
UDIN: F006665H000947880

This Report is to be read with our testimony of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure A

To,
The Members,
SPEL Semiconductor Limited,
Chennai

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable Laws and maintenance of records by the Company. We conducted our audit in accordance with the Auditing Standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the CSAS. Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and for which we relied on the report of statutory auditor.
4. Where ever required, we have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For S DHANAPAL & ASSOCIATES LLP
(A Firm of Practicing Company Secretaries)
Peer Review Certificate No. 7751/2026
Firm UIN.: L2023TN014200

Date: 27.07.2026
Place: Chennai

Ramanathan Nachiappan
Designated Partner
FCS: 6665
CP No. 11084
UDIN: F006665H000947880

Report on Corporate Governance

Pursuant to Regulation 34(3), 53(f) & Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, a Report on Corporate Governance is given below.

1. **Company's Philosophy on Code of Governance**

The Company's policy and practice of Corporate Governance is to proactively meet its obligations to its Shareholders and earn the goodwill of all its Stakeholders. SPEL seeks to enhance the long-term Shareholders' value and elevate the interest of its Stakeholders by espousing good governance, sincerity, integrity, fairness, and transparent accountability in all its dealings. Sound Corporate Governance is the keystone of the Company's arch. SPEL was wedded to the standards even before these became mandatory and strives incessantly to improve on these practices. The results of good Corporate Governance practices are reflected in confidence reposed by various Stakeholders.

2. **Board of Directors**

The present strength of the Board as on the date of this report is 6 Directors. The Board comprises of Combination of Executive and Non-executive Directors.
None of the other Directors are related to each other.

a. Composition of Board of Directors, their other Directorships and Committee ships as on Mar 31, 2026 is depicted hereunder:

Name and Designation	Executive/Non-Executive Independent /Promoter	No of Board Meetings of the Company		No. of other Boards in which he / she is a Director or Chairperson*	No. of other Board Committee(s)in which he/she is a Member Or Chairperson**	Attendance at the last AGM (Yes/No/NA)
		Held during the year	Attended during the year			
Mr. Swaminathan Chandramohan	Non-Executive/ Independent Director	4	4	1	0	Yes
Mr. Palanichamy Balamurugan	Executive/Whole-Time Director	4	4	0	0	Yes
Dr. Enakshi Bhattacharya (Resigned w.e.f. 13.08.2025)	Non-Executive/Independent Director	2***	2	0	0	NA
Dr. Nakkeeran Ekambaram	Non-Executive/Independent Director	4	4	0	1	Yes
Mr. R. Venkatesh	Non-Executive/Independent Director	4	3	0	1	Yes

Mrs. Venkatasubramanian V Meenakshi	Non-Executive - Non Independent Director	4	3	0	0	Yes
Mr. Govindan Nagarajan (Appointed w.e.f. 13.08.2025)	Non-Executive - Independent Director	2****	2	0	0	Yes

*Excluding interest in Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

**Includes Chairmanship/Membership of the Audit Committee and the Stakeholders' Relationship Committee.

*** Dr. Enakshi Bhattacharya resigned from the Company with effect from the end of business hours of August 13, 2025.

****Mr. Govindan Nagarajan was appointed as an Independent Director in the Board with effect from August 13, 2025.

During the year ended March 31, 2026, Four (4) Board Meetings were held on May 24, 2025, August 13, 2025, November 14, 2025 and January 14, 2026.

b. List of Core Skills/Expertise/Competencies

The Board identifies the following skills/expertise/competencies for conducting the affairs of the business of the Company in an effective, sustainable and socially responsible manner:

i. Knowledge of design and fabrication of semiconductor sand semiconductor devices etc.,
ii. Knowledge of technological development and implementation of the same in the semiconductor industry for the effective running of business
iii. Financial, Accounting and Legal knowledge and acumen to run the business to the expectation of the Stakeholders;
iv. Ability to closely follow the competitive business environment and implementation of strategies for the beneficial performance;
v. Knowledge of inducting the required human resource, motivating them for achieving the ultimate business objectives etc.,
vi. Compliance with the requirement of various Statutes applicable to the Company.

A Chart/Matrix setting out the Skills/Expertise/Competence of the Board of Directors with names and their expertise:

S.No	Name of the Director	Management Skill	Knowledge on Semiconductor Industry, it's operations, Products etc.	Finance, Accounting and Legal Knowledge and Compliance with the requirement of various statutes	Implementation Of strategies for the beneficial Performance and Marketing skills
1	Mr.Swaminathan Chandramohan	✓	✓	✓	✓
2	Mr. Palanichamy Balamurugan	✓	✓	✓	✓
3	Dr.Enakshi Bhattacharya	✓	✓	✓	✓
4	Dr. Nakkeeran Ekambaram	✓	✓	✓	✓
5	Mr. Ramanujam Venkatesh	✓	✓	✓	✓

6	Dr. V.V V Meenakshi Jayakuamr	✓	✓	✓	✓
7	Mr.Nagarajan Govindan	✓	✓	✓	✓

c. **The details of familiarization programs imparted to the Independent Directors can be viewed on the below mentioned web link:**

http://www.natronix.net/Policies.html

d. **Equity Shares held by Non-Executive Directors as on Mar 31,2026 :** Nil

e. **Board confirmation on the independence of Independent Directors:**

The Board of Directors of the Company do hereby confirm that, in the opinion of the Board, the Independent Directors of the Company fulfil the conditions specified under SEBI (LODR) Regulations,2015 as amended and they are independent of the Management.

3. **Composition of various Board Committees as on Mar 31, 2026 (After reconstitution of Committees in the Board Meeting held on Aug 13, 2025)**

Name of the Committee	Name of Directors	Category
Audit Committee	Mr. Ramanujam Venkatesh Mr. Swaminathan Chandramohan Mr. Nakkeeran Ekambaram	Chairman Member Member
Stakeholders Relationship Committee	Mr. Nakkeeran Ekambaram Mr. Nagarajan Govindan Mrs.Venkatasubramaniam V Meenakshi	Chairman Member Member
Nomination and Remuneration Committee	Mr.Swaminathan Chandramohan Mr. Nagarajan Govindan Mrs.Venkatasubramaniam V Meenakshi	Chairman Member Member

4. Board and Committee functioning

I. Board Meetings :

a. The Board Meetings are generally held in Chennai with the majority of Directors present at each Meeting.

b. The detailed Agenda with notes is circulated in advance and contains all the matters enshrined in Section 173(3) of Companies Act, 2013.

c. Sufficient time is allocated for discussing items of business, more specifically on the operations front. There is also a detailed presentation made by the Head-Operations.

d. The Board takes on record the Compliance confirmation from the Company Secretary at each Meeting which contains the compliance status of all the applicable legislations to the Company. These are also reviewed by the Management at each of its Meetings.

II.Audit Committee :

The Audit Committee comprises of Non-executive Independent Directors. Terms of reference of the Audit Committee includes a review of:

a. Financial statements before submission to the Board
b. Draft financial statements and Auditors' Report before submission to the Board
c. Accounting Policies and Practices
d. Risk Management Policies and Practices
e. Compliance with Stock Exchange and legal requirements concerning financial statements
f. Related Party Transactions
g. Recommendation of appointment of Auditors and fixing their fees
h. To review the Internal Control Systems and Internal Audit Reports and their compliance thereof

Three (3) Audit Committee Meetings were held on May 24, 2025, Aug 13, 2025 and Nov 14, 2025.

The Company could not convene an Audit Committee Meeting during the Quarter Ended Mar 31, 2026 for consideration of Unaudited Standalone Financial Results for the Quarter ended Dec 31, 2025 due to the fact that, the operations of the company have been temporarily suspended and hence Board and committee could not meet during the period. The Company has intimated the suspension of Factory Operations to BSE on Jan 14, 2026 and the subsequent delay in consideration of Unaudited Standalone Financial Results for the Quarter ended Dec 31, 2025.

Names of the Directors	No. of Audit Committee Meetings eligible to attend	No. of Audit Committee Meetings attended
Mr. Ramanujam Venkatesh	3	3
Mr.Swaminathan Chandramohan	3	3
Dr. Enakshi Bhattacharya	2	2
Dr. Nakkeeran Ekambaram	1	1

III.Nomination and Remuneration Committee

The Committee advises the Broad Policy for remuneration, terms of employment and any changes, including service contracts of Executive and Non-Executive Directors and supervises the Employee Stock Option Scheme (ESOS). Nomination and Remuneration Committee decides on the remuneration of the Whole time Director and the Chief Executive Officer. The Committee takes into account the general market trend pertaining to the industry viz., the rules of the Company.

1 Meeting of Nomination and Remuneration Committee was held during the year 2025-26 (24.05.2025)

Names of the Directors	No. of Nomination and Remuneration Committee Meetings eligible to attend	No. of Nomination and remuneration Committee Meetings attended
Dr. Enakshi Bhattacharya	1	1
Mr. Ramanujam Venkatesh	1	1
Dr. Nakkeeran Ekambaram	1	1

Details of Remuneration paid to Directors (Amount in Rs)

S.No	Names of Directors	Salary/ Spec. allowance	Commission / Bonus	Sitting fees (Rs)	Stock Option	Total
1	Mr. Swaminathan Chandramohan	-	-	58,000	-	-
2	Dr. Nakkeeran Ekambaram	-	-	29,000	-	-
3	Mr. Ramanujam Venkatesh	-	-	42,000	-	-
4	Mrs.Venkatasubramaniam V Meenakshi	-	-	37,000	-	-
5	Dr.Nagarajan Govindan	-	-	26,000	-	-
6	Dr. Enakshi Bhattacharya	-	-	29,000	-	-
7	Mr. Palanichamy Balamurugan	-	-	-	-	-

Remuneration Policy

The following is the remuneration policy of Directors:

Remuneration to Whole Time / Executive / Managing Director, KMP and Senior Management Personnel:

i. Fixed Pay

The Whole Time Director / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee.

ii. Minimum Remuneration

If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-Time Director in accordance with the provisions of Schedule V of the Act and if the Company is not able to comply with such provisions, with the previous approval of the Central Government.

iii. Remuneration to Non-executive / Independent Director

i. Remuneration / Commission

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Act.

ii. Sitting Fees

The Non-executive / Independent Director may receive remuneration by way of fees for attending Meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lakh per Meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

III. Stakeholders Relationship Committee

The Company has a Stakeholders' Relationship Committee of the Board of Directors to look into various aspects of interest of Shareholders including the redressal of complaints of shareholders'/investors' such as transfer or credit of shares, non-receipt of dividend / Notices / annual reports, review of and effective exercise of voting rights by Members, adherence to service standards fixed by the Company by the RTAs, initiatives taken by the Company for timely receipt of dividend, annual reports, reduction in unclaimed dividend etc.

The Stakeholders Relationship Committee comprises of majority of Non-Executive Non-Independent Directors. Mr. Nakkeeran Ekambaram is the Chairperson of the Committee.

The Table below shows the nature of complaints received from Shareholders during 2025-26-:

S.No.	Nature of Complaint	Number of Complaints Received	Number of Complaints Resolved	Number of Complaints Pending as on March 31, 2026
1.	Updation of KYC	0	0	0
2.	Non-receipt of share certificates	0	0	0
3.	Procedure for transmission of shares	0	0	0
4	Non receipt of share certificates letter of confirmation after splitting	0	0	0
5	Procedure for issue of duplicate share certificate	0	0	0
6	Non adherence to Corporate Governance Norms	0	0	0

One Stakeholders Relationship Committee Meeting was held on 24th May, 2025

Names of the Directors	No. of Stakeholders Relationship Committee Meetings eligible to attend	No. of Stakeholders Relationship Committee Meetings attended
Dr. Nakkeeran Ekambaram	1	1
Mr. Ramanujam Venkatesh	1	1
Mrs. Venkatasubramanian V Meenakshi	1	1
Mr.Nagarajan Govindan (Appointed w.e.f 13.08.2025)	0	0

4. General Body Meetings

Details regarding venue, date and time of last three AGM's.

Sl. No.	Financial Year	Details of Location	Date & Time when held
1.	2022-2023	Through Video Conferencing(“VC”)/Other Audio Visual Mechanism(“OAVM”)from the registered office	Sep 21, 2023, 11.00 AM (38th AGM)
2.	2023-24	Through Video Conferencing(“VC”)/Other Audio Visual Mechanism(“OAVM”)from the registered office	Aug 28, 2024, 3.00 PM (39th AGM)
3.	2024-25	Through Video Conferencing(“VC”)/Other Audio Visual Mechanism(“OAVM”)from the registered office	Sep 26, 2025, 2.45 PM (40th AGM)

Special Resolutions passed in the previous 3 AGMs:

38th AGM

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

39th AGM

i. Appointment of Mr. Swaminathan Chandramohan (DIN: 00052571) as an Independent Director for a second period of five years

ii. Appointment of Mr. Venkatesh Ramanujam (DIN: 07242631) as an Independent Director for a period of five years

iii. Approving the modification in the terms of Debenture by altering the nature of Debentures from Non-convertible Debentures to Convertible Debentures and alteration in Debenture trust deed thereon and on Debenture Trustee and to convert Convertible Debentures into Nonconvertible cumulative Preference Shares of the Company

iv. Issuance of preference shares by converting 6, 00, 00,000 (Rs. Six crores only) of unsecured loan borrowed from Dr. A.C. Muthiah.

v. Cancellation of unissued equity shares and simultaneously creating preference shares

vi. Amendment of Memorandum of Association of the Company

Postal Ballot: The Company has not passed resolutions by way of the Postal Ballot during the year

40th AGM

i. Approval for Conversion Of ₹6,95,00,000/- Unsecured Loans into Preference Shares
ii. Approval to Sell, Lease or Otherwise Dispose of Whole or Substantially the Whole of The Undertaking(s) of the Company
iii. Approval to Dr. Nagarajan Govindan (DIN: 08259812) as an Independent Director of the Company
iv. Approval for Mr. Swaminathan Chandramohan (DIN: 00052571) for acting as director beyond the age limit of seventy-five years

5. Disclosures

A. No transaction of material nature has been entered into by the Company with related parties i.e. Directors or Management, their subsidiaries or relatives that may have potential conflict with the interests of the Company at large. The Policy on Related Party Transaction scan be seen on the Company's websitehttp://www.natronix.net/Policies.html.

The Board duly authorized all transactions with the Companies in which the Promoters or Directors or the Management, their subsidiaries or their relatives are deemed to be interested.

B. The Company has generally complied with all the requirement of regulatory authorities. There were some instances of non-compliances by the Company during the last 3 years whereby the requisite penalty, and stricture imposed on the Company by Stock Exchanges or SEBI or any statutory authorities against the Company has been duly paid.

The Company has a Whistle-Blower Policy through which Directors, employees and business associates may report unethical business practices at workplace without the fear of reprisal. The Company has set up a direct contact initiative under which all the Directors, employees / business associates have direct access to the Chairman of the Audit Committee and affirms that no personnel has been denied access to the Audit Committee. The "Whistle-Blower Protection Policy" aims to:

a. Allow and encourage Directors, employees and business associates to bring to the Management's Notice, concerns about suspected unethical behavior, malpractice, wrongful conduct, fraud, violation of policies etc.
b. Ensure timely and consistent organizational response.
c. Build and strengthen a culture of transparency and trust.
d. Provide protection against victimization.
d. All the mandatory requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with.

The Company has fulfilled the following non-mandatory requirements as prescribed in Part E of Schedule II as mentioned under Regulation 27(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

a. The Company has appointed a third-party Firm as the Internal Auditors
b. The Chairman of the Board is a Non-Executive Independent Director and not related to the Executive Directors of the Company.

The web link for determining material subsidiary is not required as the Company does not have a material subsidiary.

The web link on dealing with dealing with related party transaction http://www.natronix.net/SPELRPTPolicy.pdf

6. Means of Communications

Financial results of the Company are published in Trinity Mirror and Makkal Kural. The results are also displayed in URL, namely http://www.natronix.net/investors.html. The Company does not display official news releases. Company has not made presentations to Institutional Investors or to the Analysts.

7. General Shareholder Information

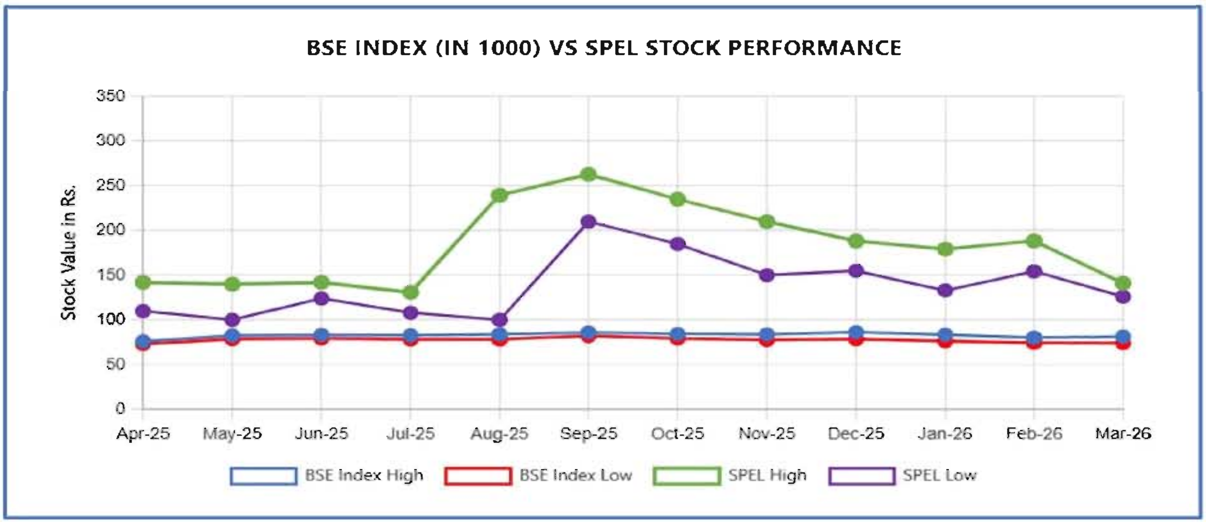
Annual General Meeting (as indicated in the Notice)	Sep 26,2026 through Video Conferencing or Other Audio-Visual Means
Financial year	2025-26
Dates of Book Closure	Sep 20, 2026 to Sep 26, 2026
Listed on Stock Exchange	BSE Limited Phiroze Jeejeebhoy Tower Dalal Street, Mumbai – 400 001
Payment of Annual Listing Fees	Annual Listing fees for the FY 2025-26 has not been paid
Stock Code	517166
ISIN Number	INE252A01019
Outstanding GDR/ ADR/ Warrants Or any convertible instruments:	Nil
Registrar & Share Transfer Agent	Cameo Corporate Services Limited Subramanian Building, 1 Club House Road, Chennai – 600 002
Share transfer System	The share transfers in physical form is no longer permitted as per the amendment made to SEBI (LODR) Regulations, 2015 and Share Transfers can be effected only in dematerialized form after 01.04.2019. As per the clarification given by SEBI, Transmission and Transposition of Shares will be allowed in physical form. Transmission and Transposition, issue of duplicate shares, transfer of unclaimed shares to IEPF Authority are presently processed and the share certificates are issued within the stipulated time, subject to the documents being clear in all respects.
Address for Communication	Company Secretary, SPEL Semiconductor Limited 5 CMDA, Industrial Estate, MM Nagar (Chennai)-603 209 India.
Factory Location	CMDA Industrial Estate, MM Nagar (Chennai)-603209 India

Details of Commodity Price Risk/Hedging Activities:	There are no such transactions during the year 2025-26
Dematerialization of shares and liquidity:	About 95.07% of the Equity Shares are being held in dematerialized form as at March 31, 2026. There is sufficient Liquidity in the Market.
Details of Credit Ratings obtained	Nil
Details of Commodity Price Risks, Foreign Exchange Risk	Nil

Distribution of Shareholding as on Mar 31, 2026

Category	No. of Shareholders	No. of Shares	%
Promoter &Promoter Group	6	27288780	59.2
Foreign Institutional Investors	1	9000	0.02
Foreign nationals	0	0	0.0
Mutual Funds	2	8600	0.02
Banks	1	100	0.0
Shareholding by Companies or Bodies Corporate where Central/State Government is a promoter	1	1400	0.01
Non-Resident Indians	908	380799	0.9
Body Corporate	207	345542	0.8
Resident Individuals	108269	1,76,12,151	38.5
Hindu Undivided Families	580	436827	0.0
Trusts	1	388	0.0
Employees	9	5405	0.0
Clearing Members	1	800	0.0
LLP	13	27651	0.1
Total	97,385	4,61,17,443	100.00

Stock Performance V/s BSE Sensex (FY 2025-26)



Month	BSE-Index High	BSE Index Low	SPEL High	SPEL-Low
Apr-25	80,661.31	71,425.01	142	109.95
May-25	82,718.14	78,968.34	140	100.05
Jun-25	84,099.53	80,354.59	142	124
Jul-25	83,935.01	80,575.45	130.75	108
Aug-25	82,231.17	79,741.76	138	110
Sep-25	83,141.21	79,818.38	262.80	129.50
Oct-25	85,290.06	80,159.90	220.80	181.00
Nov-25	86,055.86	82,670.95	199.70	150.00
Dec-25	86,159.02	84,150.19	196.95	135.45
Jan-26	85,883.50	81,088.59	177	124.15
Feb-26	85,871.73	79,899.42	188.25	150.15
Mar-26	80,632.55	71,774.13	147.00	122.90

Market Price Data High & Low, Trading volume and no. of trades during FY 25-26

Month	High	Low	Volumes Trade	# of Trades
Apr-25	142	109.95	13,88,996	22,428
May-25	140	100.05	23,07,262	32,185
Jun-25	142	124	15,55,308	21,969
Jul-25	130.75	108	6,43,670	16,612
Aug-25	138	110	10,49,165	20,085
Sep-25	262.8	129.05	79,61,938	1,11,159
Oct-25	220.8	181	15,95,271	42,479
Nov-25	199.7	150	8,76,830	27,476
Dec-25	196.95	135.45	7,35,959	14,400
Jan-26	177	124.15	13,38,981	23,926
Feb-26	188.25	150.15	19,49,798	35,087
Mar-26	147	122.90	9,68,824	21,647

8. **Accounting Standards**

Your Company is in compliance with Accounting Standards and Accounting Rules in preparation of its financial statements except as disclosed in auditor report.

9. **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

a. Number of complaints filed during the financial year – NIL
b. Number of complaints disposed of during the financial year – NIL
c. Number of complaints pending as on end of the financial year – NIL

10. **Details of Loans/Advances extended to Firms/Companies in which Directors are interested during the year 2025-26:** NIL

11. **Payment to Statutory Auditors of the Company**

For the FY 2025-26, total fees for all services paid by the Company to the Statutory Auditors is Rs.3 Lakhs.

12. **There were no instances of any non-compliance of Corporate Governance in terms of Part-C (11) of Schedule-V to the SEBI LODR**

13. **The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46**

i. There is no such instance occurred where the Board had not accepted any recommendation of Committee of the Board which is mandatorily required, during the financial year under review.

ii. In terms of regulation 25 of SEBI LODR, policy for Directors and Officers insurance ('D & O insurance') covering all the independent Directors is not applicable to the Company.

iii. During the year, the Company has not raised any funds through preferential allotment or qualified institutions placement, hence, the details of utilization of funds does not arise

iv. The Company, on a periodical basis, reviews various policies framed under the Act and SEBI LODR and such other statutes, as applicable and amends them based on the requirement to ensure conformity with relevant regulatory changes and industry practices.

v. There are no loans and advances provided by the Company or its subsidiary in the nature of loans to any firms / companies in which the Directors are interested.

vi. During the period, there is no material subsidiary to the listed entity and hence, the details as prescribed under Schedule – V to the SEBI LODR does not apply.

vii. There are no binding agreement requiring disclosure under clause 5A of paragraph A of Part A of Schedule-III to SEBI LODR.

14. Declaration signed by the chief executive officer stating that the Members of Board of Directors and senior management personnel have affirmed compliance with the code of conduct of Board of Directors and senior management is given below.

Code of Conduct Certification

The Board of SPEL Semiconductor Limited laid down a code of conduct for all Board Members and Senior Management. The Code of Conduct has been posted on the Company's website at http://www.natronix.net/spel.htm

All the Board Members and the Senior Management affirmed compliance to the code for the financial year 2025-26.

Chennai
Date: Aug 20, 2026

P. Balamurugan
Head Operations & Whole-Time Director
DIN: 07480881

15. Compliance certificate from either the Auditors or practicing Company secretaries regarding compliance of conditions of corporate governance is given below.

16. Company Secretary Certificate

A Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority is given below.

Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members,
SPEL Semiconductor Limited.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SPEL SEMICONDUCTOR LIMITED having CIN: L32201TN1984PLC011434 and having registered office at 5, CMDA Industrial Estate, Maraimalai Nagar, Tamil Nadu, 603209 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Part C, Clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications, including the Director Identification Number (DIN) status available on the portal at www.mca.gov.in, as considered necessary, and the explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors who served on the Board of the Company during the financial year, as stated below, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any other statutory authority:

Sl. No.	Name of Director	DIN	Designation / Status
1	Mr. Swaminathan Chandramohan	00052571	Chairman, Non-Executive Independent Director
2	Mr. Palanichamy Balamurugan	07480881	Executive Director / Whole-time Director
3	Mrs. Enakshi Bhattacharya	05277571	Non-Executive Independent Director (Woman) — ceased with effect from 13 August 2025
4	Mr. Nakkeeran Ekambaram	08638679	Non-Executive Non-Independent Director
5	Mr. Ramanujam Venkatesh	07242631	Non-Executive Independent Director
6	Mrs. Venkatasubramanian V. Meenakshi	10680038	Non-Executive Non-Independent Director (Woman)
7	Mr. Govindan Nagarajan	08259812	Non-Executive Independent Director — appointed with effect from 13 August 2025

It is the responsibility of the management of the Company to ensure the eligibility for the appointments of Directors and their continuance as Directors on the Board. Our responsibility is to express an opinion on the matter and this certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M K Madhavan Associates

Company Secretaries

M K Madhavan
Proprietor
Membership No.: F-8408 / C.P. No.: 16796
P.R. No. 7654/2026
UDIN: F008408H000938755
Date: 25 July 2026
Place: Chennai

WTD & MF Certification

Pursuant to Schedule II and Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors
SPEL Semiconductor Limited
5 CMDA Industrial Estate, MM Nagar(Chennai)
Pin 603 209

We, P. Balamurugan, Head Operations & Whole-Time Director and A. Pandian, Manager (Representing Finance) of the Company, do solemnly certify that:

1. We have reviewed the Audited financial statements or the quarter and year ended Mar 31, 2026 and that to the best of our knowledge and belief:

   a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   b. These statements together present a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity in all material respects, with the existing generally accepted accounting principles, including accounting standards, applicable laws and regulations.

2. There are to the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's Code of Conduct.

3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

4. We have indicated to the Auditors and the Audit Committee:

   a. Significant changes in internal control during the year;
   b. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   c. instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or an employee having a significant role in the Company's internal control system over financial reporting.

   However, during the year, there were no such changes or any such instances.

Date: May 19, 2026
Place: Chennai

For SPEL Semiconductor Limited

Sd/-
P. Balamurugan
Head Operations & Whole-Time Director

Sd/-
A. Pandian
Manager (Representing Finance)

* Mr.Thiruvenkatachari Parthasarathy, Chief Financial Officer (CFO) of the Company, had been continuously absent from his duties without authorization and was removed from the services of CFO. Owing to the removal of the CFO, the Board and Audit Committee authorised Mr. A Pandian, Manager Finance, to certify along with the Whole-time director.

Corporate Governance Certificate

To
The Members of
SPEL Semiconductor Limited.

We have examined the compliance of conditions of Corporate Governance by SPEL SEMICONDUCTOR LIMITED, for the year ended 31 March 2026, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Management, including review of the Corporate Governance Report placed before us, except for the non-compliance with Regulation 18(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as the gap between two consecutive Audit Committee meetings exceeded 120 days during the financial year ended 31 March 2026, resulting in the unaudited financial results for the quarter ended 31 December 2025 being reviewed by the Audit Committee only on 13 April 2026, the Company has complied with the conditions of Corporate Governance as stipulated in the said Regulations.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M K MADHAVAN & ASSOCIATES**
Company Secretaries

M K MADHAVAN
Proprietor
Membership No.: F-8408 / C.P. No.:
16796
P.R. No. 7654/2026

UDIN: F008408H000938777
Date: 25 July 2026
Place: Chennai

Management Discussion and Analysis Report:

Global Semiconductor Industry

The global semiconductor industry stands as one of the most critical pillars of the modern economy, underpinning virtually every sector — from consumer electronics and automotive to healthcare, defence, and artificial intelligence. The industry encompasses the design, fabrication, assembly, testing, and distribution of semiconductor chips and components. FY 2025-26 has been a landmark year for the industry, marked by record revenues, structural shifts driven by AI infrastructure buildout, and accelerating geopolitical realignment of supply chains.

Market Size and Growth

The global semiconductor market delivered record revenues of USD 795.6 billion in calendar year 2025, representing year-on-year growth of 26.2% — the strongest single-year expansion in over two decades, according to the World Semiconductor Trade Statistics (WSTS) March 2026 update. This dramatically surpasses the USD 526.8 billion recorded in 2023, reflecting a sharp recovery from the inventory correction cycle of 2022–23 and a demand surge from AI-related applications.

Looking ahead, the market is projected to approach USD 975 billion in 2026, with the USD 1 trillion milestone now anticipated by 2027 — ahead of earlier consensus forecasts. Industry bodies revise the long-term CAGR upward to approximately 10–12% through 2030, driven by structural AI demand, electrification of transportation, and the proliferation of connected devices.

Major Segments

Memory Chips

Memory (DRAM and NAND Flash) emerged as the leading growth segment in 2025, recording a 28% increase year-on-year. High Bandwidth Memory (HBM), a specialised DRAM variant used in AI accelerators, experienced a supply squeeze as hyperscalers competed aggressively to secure allocations. SK Hynix and Samsung ramped HBM3E production while Micron entered mass production of HBM3E in early 2025, alleviating some constraints but demand continues to outpace supply.

Logic ICs

Logic semiconductors grew 37% in 2025, primarily driven by AI accelerators (GPUs, TPUs, and custom ASICs) and server processors. NVIDIA's Blackwell GPU architecture, delivered at scale from late 2024 onwards, became the fastest revenue-generating product in semiconductor history. AMD's MI300X and custom silicon from Google (TPU v5), Amazon (Trainium2), and Microsoft (Maia 100) further diversified the logic AI landscape.

Power Semiconductors

Power semiconductors continued their steady growth trajectory, benefiting from EV penetration, solar inverters, data-centre power conversion, and industrial motor drives. Wide-bandgap materials (SiC and GaN) are displacing traditional silicon IGBTs in high-voltage applications. STMicroelectronics and Onsemi expanded SiC capacity significantly in 2025, while Chinese domestic SiC producers accelerated localisation.

Optoelectronics & Sensors

Optoelectronics is experiencing a renaissance driven by co-packaged optics (CPO) and silicon photonics for AI data-centre interconnects. LiDAR and image sensors continue their growth in automotive and industrial robotics applications.

Geographic Market Insights

Asia-Pacific (APAC): Remains the dominant region, accounting for over 60% of global semiconductor consumption and the vast majority of manufacturing capacity. Taiwan (TSMC), South Korea (Samsung, SK Hynix), Japan (Renesas, Kioxia), and China (SMIC, Yangtze Memory) are the key manufacturing hubs. Geopolitical pressure continues to reshape APAC's role, with significant new fab investments announced across Japan, India, and Southeast Asia to diversify away from Taiwan concentration risk.

North America: The US CHIPS and Science Act has catalysed over USD 400 billion in committed private semiconductor investments as of early 2026. TSMC's Arizona Fab 21 Phase 1 (4nm) commenced volume production in Q4 2024, with Phase 2 (2nm) on track for 2028. Intel's 18A process node returned to competitive technology leadership, and NVIDIA, AMD, and Qualcomm continue to anchor the world's most prolific fabless design ecosystem.

Europe: The European Chips Act targets a doubling of Europe's global semiconductor market share to 20% by 2030. TSMC's Dresden fab (Fab 36) broke ground in 2024, targeting 12–16nm specialty nodes for automotive and industrial applications. Intel's Magdeburg mega-fab and STMicro's Crolles-3 expansion are key pillars of European semiconductor sovereignty.

India: Discussed in detail in Section 3 below. India is emerging as the newest strategic node in global semiconductor geography.

Key Market Drivers

Artificial Intelligence (AI) Infrastructure Buildout: The single most powerful demand driver in 2025–26. Hyperscalers (AWS, Microsoft Azure, Google Cloud, Meta) collectively invested over USD 300 billion in AI infrastructure in 2025 alone. Every layer of the semiconductor stack — from advanced logic to memory, interconnects, power management, and networking — is benefiting from AI capex.

Automotive Electrification and Intelligence: A modern electric vehicle contains USD 900–1,200 worth of semiconductor content compared to USD 450 in a conventional ICE vehicle. The global EV fleet crossed 50 million vehicles in 2025, and forecasts project 80 million annual EV sales by 2030. ADAS (L2+ and L3) systems, vehicle-to-everything (V2X) communication, and in-vehicle infotainment are further multiplying content per vehicle.

5G and Beyond (6G Research): 5G subscriber base surpassed 2.5 billion globally in 2025. Sub-6GHz mass market rollouts are maturing while mmWave deployments are accelerating in dense urban environments. Simultaneously, standardisation bodies are advancing 6G research, with commercial deployment targeted for 2030.

Edge AI and IoT: The proliferation of AI-capable endpoint devices — smartphones, wearables, smart cameras, industrial sensors — is generating demand for energy-efficient inference chips. Apple's A18 Pro and Qualcomm's Snapdragon 8 Elite exemplify the shift to on-device AI, reducing cloud dependency.

Data Centres and Cloud Computing: Hyperscale data-centre construction remains at record pace. The International Energy Agency (IEA) estimates data-centre electricity consumption will double by 2028, driving demand not only for compute chips but also for power semiconductors, optical transceivers, and advanced packaging solutions.

Sustainability and Energy Efficiency: Regulators across the EU, US, and Asia are tightening energy-efficiency mandates. Semiconductor companies are responding with GaN-based power solutions, advanced node transitions (smaller nodes = better performance per watt), and sustainable fab practices including renewable energy procurement and water recycling.

Challenges

- Geopolitical fragmentation: US export controls on advanced chips and chip-making equipment to China have accelerated bifurcation of the global semiconductor supply chain. China's counter-moves — domestic chip investment exceeding USD 150 billion since 2020 and retaliatory controls on gallium and germanium — are reshaping global flows.
- Cyclicality and inventory management: Despite record 2025 revenues, the industry remains prone to demand–supply mismatches. Parts of the automotive and industrial semiconductor markets remained in inventory correction mode through mid-2025.
- Capital intensity: A state-of-the-art 2nm fab costs USD 20–30 billion to build, limiting the number of players capable of frontier manufacturing. Even advanced packaging lines require USD 1–2 billion in capex.

- Skilled talent shortage: The global shortage of semiconductor engineers, process technicians, and advanced packaging specialists is a binding constraint on industry expansion.
- Rare earth and materials dependencies: Supply of gallium, germanium, indium, and specialty gases remains concentrated in China, posing strategic risk.

Key Global Players

TSMC (Taiwan): World's largest pure-play foundry; manufacturing N2 (2nm) in volume from H2 2025 and advancing N1.4 node. | Samsung Electronics (South Korea): Integrated logic–memory–foundry player advancing Gate-All-Around (GAA) transistor architecture. | Intel (USA): Rebuilding manufacturing competitiveness with Intel 18A node (equivalent to ~1.8nm) and IFS (Intel Foundry Services). | NVIDIA (USA): World's most valuable semiconductor company; dominates AI accelerator market. | Qualcomm (USA): Leadership in mobile SoCs and 5G modems; expanding into automotive and PC markets. | AMD (USA): Competitive in data-centre CPUs and AI GPUs. | Micron Technology (USA): Major DRAM and NAND supplier; investing in HBM3E and setting up ATMP in India. | Broadcom (USA): Leads in custom AI ASICs (XPU) for hyperscalers and networking semiconductors.

Mergers, Acquisitions & Consolidation (2024–26 Update)

The semiconductor M&A landscape has been shaped by regulatory scrutiny and geopolitical sensitivities. Notable recent developments include:

- Synopsys–Ansys merger (USD 35 billion, 2024): Creates a dominant EDA+simulation software stack critical for chip design, particularly for AI and automotive applications.
- Intel's partial divestiture of Altera FPGA division (2024): Intel sold a majority stake to Silver Lake, separating the FPGA business to enable focused investment in core foundry operations.
- Renesas–Altium acquisition (completed 2024, USD 5.9 billion): Strengthens Renesas' end-to-end embedded and automotive electronics portfolio.
- Qualcomm–Intel discussions (2024): Reported discussions around potential acquisition of Intel's PC chip business attracted regulatory attention but did not result in a transaction.
- Continuing consolidation in OSAT: ASE Group and Amkor have made strategic acquisitions to expand advanced packaging capacity for AI chip customers.

Future Outlook

The global semiconductor industry is entering a new era defined by AI-led structural demand, sovereign technology competition, and the rise of advanced packaging as a primary vector of performance improvement. The USD 1 trillion revenue milestone is now a matter of 'when' not 'if'. Companies that successfully navigate geopolitical fragmentation, invest in advanced packaging capabilities, build energy-efficient product portfolios, and cultivate deep customer relationships in AI, automotive, and industrial end markets are best positioned for sustainable long-term growth.

Global Outsourced Semiconductor Assembly & Test (OSAT) Industry

The OSAT industry occupies the crucial final stages of the semiconductor manufacturing value chain — packaging semiconductor dies into usable components and rigorously testing them before delivery to system integrators and OEMs. The sector has been transformed in recent years from a commoditised cost-reduction tool into a strategic enabler of cutting-edge semiconductor performance, particularly in the context of AI and heterogeneous integration.

Market Size and Growth

The global OSAT market was valued at approximately USD 47.1 billion in 2025 and is projected to reach USD 77 billion by 2031, growing at a CAGR of approximately 8.5–9%, according to industry reports from Yole Group and SEMI. Advanced packaging is the fastest-growing sub-segment, projected to account for over 45% of OSAT revenues by 2028, up from approximately 28% in 2023.

Key Services

Assembly and Packaging Services

- Traditional packaging: Wire bonding, flip-chip, QFP, BGA — still the volume backbone for mainstream applications.
- Advanced packaging: Fan-Out Wafer-Level Packaging (FOWLP), 2.5D interposer (CoWoS), 3D stacking (SoIC), System-in-Package (SiP), and Embedded Multi-die Interconnect Bridge (EMIB). These techniques are essential for AI accelerators where raw transistor scaling alone no longer delivers sufficient performance improvements.
- Co-Packaged Optics (CPO): Emerging packaging technology integrating optical engines directly into the chip package to reduce interconnect power and latency for AI data-centre switches and GPUs.
- Chiplet integration: Disaggregation of monolithic SoCs into specialised chiplets (compute, memory, I/O, analog) connected via high-density die-to-die interfaces (UCIe, BoW). OSATs play a critical role in assembling multi-chiplet packages.

Testing Services

- Wafer-level testing, known-good-die (KGD) qualification, functional testing, burn-in, reliability stress testing, and system-level test (SLT).
- AI-enhanced automated test equipment (ATE): Machine learning algorithms are now embedded into test flows to predict failure modes and optimise test coverage, reducing test time and cost.
- HBM testing: High Bandwidth Memory used in AI accelerators requires specialised burn-in and functional testing infrastructure. OSATs with HBM test capabilities command significant pricing premiums.

Market Trends and Drivers

Advanced Packaging as the New Frontier: With transistor scaling slowing below 3nm, advanced packaging has become the primary vehicle for performance improvement. Demand for CoWoS and HBM packaging — driven entirely by AI GPU demand — was so intense in 2025 that TSMC and major OSATs were effectively on allocation, leading customers to pay premium prices and extend lead times.

AI-Driven Packaging Revenue Uplift: AI chip packages carry 4–10x the packaging cost of a conventional chip due to their complexity (CoWoS, HBM stacking, large substrate area). This is structurally improving OSAT ASPs and revenue per unit.

Geopolitical Realignment: US restrictions on advanced chip exports to China have accelerated the 'China+1' supply chain strategy. Global OEMs and semiconductor companies are actively seeking OSAT capacity outside China, benefiting providers in Taiwan, South Korea, Malaysia, Vietnam, and India. This is a multi-year structural tailwind for non-China OSAT players.
Nearshoring and Regional Diversification: The US, EU, Japan, and India are each implementing policies to incentivise domestic or regional OSAT capacity. Japan's Rapidus project, India's ISM, and the EU Chips Act all have OSAT/ATMP components. This diversification reduces concentration risk but increases cost for end customers.

Fabless Semiconductor Growth: The fabless model continues to expand — Apple, Qualcomm, NVIDIA, AMD, MediaTek, and hundreds of AI chip startups all outsource 100% of their manufacturing and packaging. This structurally sustains and grows the OSAT addressable market.
Sustainability Mandates: OSATs are under increasing pressure from Scope 3 emissions requirements imposed by hyperscalers and automotive OEMs. Lead-free packaging, lower-energy bonding processes, renewable energy procurement, and ISO 14001 certification are becoming baseline expectations.

Geographic Landscape

- Taiwan: TSMC's advanced packaging (CoWoS, SoIC) and ASE Group's OSAT operations make Taiwan the undisputed advanced packaging hub. Taiwan accounts for ~40% of global OSAT revenue.

- China: Under pressure from export controls, but domestic OSATs (JCET, Tongfu Microelectronics, TFME) continue to serve the domestic market and lower-end global customers.
- South Korea: Amkor's Korea operations and Samsung's in-house OSAT serve the advanced memory and logic packaging markets.
- Southeast Asia (Malaysia, Vietnam, Thailand): Growing as low-cost and geopolitically neutral alternatives. Penang (Malaysia) is a significant OSAT hub.
- India: Emerging rapidly. Micron ATMP (Sanand), Tata Electronics OSAT (Assam), and CG Power-Renesas OSAT (Sanand) represent India's entry into the global OSAT landscape. Discussed in detail in Section 3.

Major Global OSAT Players

ASE Group (Taiwan) — largest OSAT by revenue (~USD 17 billion); strong in advanced packaging and automotive. | Amkor Technology (USA/Korea) — second largest; expanding Korea and US advanced packaging capacity. | JCET Group (China) — largest Chinese OSAT. | Tongfu Microelectronics (China). | Siliconware Precision Industries / SPIL (Taiwan) — subsidiary of ASE Group. | King Yuan Electronics (Taiwan). | Utac Group (Singapore). | STATS ChipPAC (Singapore). | Micron ATMP (India — new entrant, 2026).

OSAT Opportunities and Threats

Opportunities

- AI packaging supercycle: The demand for advanced packaging for AI chips (CoWoS, HBM, SLT) is a multi-year structural opportunity that is repricing the entire OSAT industry upward.
- Chiplet ecosystem growth: As the semiconductor industry shifts to chiplet architectures, OSATs capable of multi-die assembly with tight interconnect tolerances gain significant differentiation.
- India's ATMP incentive scheme: Central Government capex subsidy of 50% and Tamilnadu State Government additional 25% subsidy represent a transformative opportunity to upgrade facilities and improve cost competitiveness.
- China+1 sourcing diversification: Global OEMs actively seeking non-China OSAT alternatives create an addressable new customer base for Indian OSATs like SPEL Semiconductor.
- Automotive semiconductor growth: AEC-Q qualified OSAT services for automotive-grade chips are a premium, sticky revenue stream as EV and ADAS adoption accelerates globally.
- Nearshoring tailwinds: US and EU companies increasingly prefer OSATs with 'friendly-shore' footprints for supply chain risk management.

Threats

- New domestic competition: With ISM approvals, India will see Tata Electronics, Micron ATMP, and CG Power-Renesas as new OSAT competitors, increasing pricing pressure domestically.
- Withdrawal of export incentives: The Government of India has withdrawn the Merchandise Exports from India Scheme (MEIS) benefits for semiconductor exporters. The Company is actively pursuing reinstatement through appropriate government channels.
- Rising input costs: Employee costs, energy tariffs, and specialty consumables (bonding wire, substrate materials) costs continue to escalate, compressing margins.
- Global inventory corrections: Segments such as industrial electronics and certain consumer electronics are experiencing inventory normalisation, leading to order slowdowns for affected product lines.
- Technological disruption: The rapid shift to advanced packaging may disadvantage traditional wire-bonding-focused OSATs that lack the capital to invest in flip-chip, fan-out, or SiP capabilities.
- Geopolitical and trade policy volatility: US tariff escalations and retaliatory trade measures create uncertainty in customer sourcing decisions and may affect import costs for raw materials.
- Cybersecurity and IP risks: As an OSAT handling proprietary chip designs from customers, maintaining robust cybersecurity and IP protection protocols is both a business necessity and a regulatory requirement.

OSAT Industry Outlook

The global OSAT industry is entering one of its most transformative decades. The convergence of AI-driven packaging complexity, geopolitical supply-chain restructuring, automotive electrification, and government-backed regional capacity expansion is simultaneously elevating the strategic importance of OSATs and raising the bar for technological capability. Players that invest in advanced packaging, maintain world-class quality systems (IATF 16949, ISO 9001), and align with the supply-chain diversification imperative of global OEMs are positioned to capture disproportionate value in the years ahead.

The Indian Semiconductor Industry

India's semiconductor industry has entered a decisive inflection point in FY 2025-26. Backed by the largest government incentive framework in the nation's manufacturing history and a gathering of global and domestic players, India is transitioning from a primarily design and R&D services hub into an integrated semiconductor nation encompassing assembly, testing, packaging, and the early stages of fab-based manufacturing.

India Semiconductor Mission (ISM) — Progress Update

The ISM, launched in December 2021 with an outlay of ₹76,000 crore (~USD 9.4 billion), has progressed significantly:

- 10 semiconductor and display projects approved as of March 2026, with aggregate private investment commitments exceeding ₹1.6 lakh crore (~USD 19.5 billion).
- Micron Technology's ATMP (Assembly, Test, Mark & Package) facility in Sanand, Gujarat was inaugurated on February 28, 2026. The facility has a designed capacity to produce over 5 crore semiconductor chips per month and serves Micron's global DRAM and NAND supply chain. This is India's first operational semiconductor packaging facility of global scale.
- CG Power – Renesas Electronics – Stars Microelectronics OSAT in Sanand, Gujarat: Pilot production commenced August 2025. First 'Made in India' automotive and microcontroller chips rolled off the line, a milestone moment for the country.
- Tata Electronics OSAT, Morigaon, Assam: First phase commissioning targeted for April 2026 with planned capacity of 48 million chips per day. Focus on advanced packaging for consumer electronics, automotive, and industrial applications.
- Tata Semiconductor Assembly and Test (TSAT), Dholera, Gujarat: Greenfield OSAT facility with an investment of ₹27,000 crore; targeting production from late 2026.
- ISM 2.0 announced in Union Budget 2026-27: Expanded mandate covering semiconductor equipment, specialty materials, design intellectual property (IP), and R&D infrastructure support. Additional ₹10,000 crore allocated.

Semiconductor Design Ecosystem

India remains the world's second-largest semiconductor design talent base after the United States. Over 2,000 chip design teams from more than 300 companies — including Intel, Qualcomm, AMD, NVIDIA, Broadcom, MediaTek, and Texas Instruments — operate R&D centres in India. Cities including Bengaluru, Hyderabad, Pune, and Chennai are global design hubs. India's Chips to Startup (C2S) programme has supported over 100 fabless semiconductor startups, with several advancing to tape-out stage on advanced nodes.

Automotive and EV Semiconductor Demand

India is projected to become the third-largest automobile market globally by 2026. The EV segment is growing rapidly, with Tata Motors, Mahindra Electric, Ola Electric, and TVS leading adoption.

Government mandates for FAME III subsidies and stringent ADAS requirements for new vehicle platforms are driving semiconductor content per vehicle upward. This creates a direct addressable market for Indian OSATs providing automotive-grade packaging and testing services.

5G and Digital Infrastructure

India's 5G subscriber base crossed 150 million by end of 2025, with Reliance Jio and Bharti Airtel having collectively deployed over 500,000 5G base stations. Semiconductor demand for base-station power amplifiers, RF front-end modules, and network processing chips is a growing addressable market. The BharatNet project's Phase III is expanding fibre and 5G connectivity to rural India, further multiplying endpoint device demand.

Government Policy and Support

PLI Scheme for Semiconductors and Display Fabs: Financial incentives of up to 50% capital expenditure support for approved semiconductor fab, OSAT, and display projects under the Modified Programme for Semiconductors and Display Fab Ecosystem.

ATMP/OSAT-Specific Incentive: Dedicated capex subsidy of up to 50% from Central Government for ATMP/OSAT units with minimum threshold investment of ₹50 crore. Tamilnadu State Government supplements this with an additional 25% of Central subsidy (i.e., 12.5% of project cost), making Tamil Nadu-based OSATs especially competitive.

Atmanirbhar Bharat and China+1: India's Atmanirbhar Bharat policy dovetails with global OEMs' China+1 diversification strategies. The combination creates a compelling value proposition for India-based OSATs seeking to attract diversion of orders from Chinese assembly facilities.

Semiconductor Research Centre (SRC): Established under IIT Bombay, the SRC is developing indigenous packaging technologies, materials characterisation, and failure analysis capabilities, providing Indian OSATs access to world-class R&D infrastructure.

Challenges for India

- Absence of a domestic logic fab: India does not yet have an operational advanced semiconductor fabrication facility. This limits the extent to which India can capture the full semiconductor value chain. Tata's planned 28nm fab in Dholera is the most advanced project, with production targeted for 2027.

- Infrastructure gaps: Consistent power supply, ultra-pure water availability, vibration-free facility environments, and speciality chemical logistics remain challenges for some manufacturing locations.

- Skilled manpower: While India has a large pool of engineering graduates, specialised semiconductor process engineers, packaging technicians, and quality systems experts are in short supply and command global wage competition.

- Supply chain localisation: Substrates, bonding wire, moulding compounds, specialty gases, and ATE (Automated Test Equipment) are almost entirely imported. Developing a domestic materials and equipment ecosystem is a medium-to-long-term imperative.

Indian Semiconductor Industry Outlook

India is on an irreversible trajectory towards becoming a meaningful participant in the global semiconductor supply chain. The combination of government commitment, global OEM interest in supply-chain diversification, a world-class design ecosystem, and the proven manufacturing capabilities of Indian conglomerates (Tata, Mahindra, CG Power) creates a once-in-a-generation opportunity. With multiple OSAT facilities becoming operational between 2025 and 2027, India will for the first time be able to serve global semiconductor customers with a domestic assembly and test value proposition.

Opportunities & Threats for SPEL Semiconductor Limited

Key Opportunities

- Government Incentives — Central and State: The Government of India's ATMP/OSAT capex subsidy of up to 50% combined with Tamilnadu State's additional incentive of 25% (of Central subsidy) creates a transformative opportunity to modernise and expand the Company's assembly and test facility. The Company is actively exploring structured finance arrangements with banks and financial institutions to leverage this scheme optimally.

- China+1 Supply Chain Diversification: US-China trade tensions, US export controls on advanced semiconductors, and China's retaliatory measures on critical materials have prompted global OEMs and fabless companies to actively diversify their OSAT sourcing away from China. SPEL Semiconductor, as an established India-based OSAT with over three decades of manufacturing experience, is well-positioned to attract orders diverting from Chinese OSATs.

- Automotive and EV Semiconductor Growth: As India's automotive sector transitions to EVs and ADAS-equipped vehicles, demand for locally assembled and tested automotive-grade semiconductor components is rising. SPEL's geographic proximity to major automotive OEM clusters in Tamil Nadu and Pune is a logistical advantage.

- ISM Ecosystem Development: As India's semiconductor ecosystem matures, opportunities for subcontracting, tier-2 partnerships, and technology licensing with larger OSAT players (Tata, CG Power-Renesas, Micron) may emerge, enabling SPEL to participate in larger supply chains.

- Digital India and 5G Demand: The expansion of 5G infrastructure, the BharatNet connectivity push, and the proliferation of Made-in-India electronic devices under the PLI scheme for electronics are generating domestic demand for semiconductor packaging and testing services that SPEL can address.

Key Threats

- Intensifying Domestic Competition: ISM approvals have brought Tata Electronics (Assam), CG Power-Renesas (Gujarat), and Micron ATMP (Gujarat) into the Indian OSAT market. These entities are significantly larger in capital base and enjoy strong government and global customer relationships. SPEL must differentiate through agility, cost efficiency, and customer service quality.

- Withdrawal of Export Incentives: The Government of India has withdrawn the MEIS (Merchandise Exports from India Scheme) benefit previously available to semiconductor exporters. The Company is striving to have these benefits reinstated through representations to the relevant government bodies. This remains a financial headwind until resolved.

- Rising Input Costs: Employee costs, energy tariffs (electricity and diesel), and costs of bonding wire, substrates, and specialty chemicals continue to escalate. Customer pricing pressure, particularly from large-volume buyers, limits the ability to pass through cost increases in full.

- Order Slowdown from Global Inventory Correction: Global inventory correction processes among semiconductor component suppliers and OEMs — particularly in industrial electronics, consumer electronics, and legacy automotive platforms — continue to suppress near-term order volumes.

- Technology Transition Risk: The shift from wire bonding to advanced packaging technologies (flip-chip, fan-out, SiP) requires significant capital investment and process re-engineering. Failure to keep pace with technology transitions could result in loss of competitiveness for next-generation product lines.

- Geopolitical and Trade Policy Volatility: Escalating US tariffs and retaliatory trade measures introduce uncertainty in export markets and may affect the cost of imported raw materials and equipment.

- Cybersecurity Risk: As a custodian of customers' proprietary chip designs and test data, SPEL is exposed to cybersecurity risks. The Company has implemented precautionary measures for internal server security and cyber-attack prevention and will continue to invest in this area.

Financial Performance

The financial performance of the Company for FY 2025-26 is covered in detail in the Directors' Report and should be read in conjunction with this Management Discussion & Analysis. Key highlights are summarised therein.

Financial Ratios

Financial Ratio	Mar 31, 2026	Mar 31, 2025
Current Ratio (times)	0.53	0.77
Debt-Equity Ratio (times)	6.86	2.40
Debt Service Coverage Ratio (times)	2.01	(3.81)
Return on Equity Ratio (%)	(783.13)	(162.99)
Inventory Turnover Ratio (times)	0.48	0.26
Trade Receivables Turnover Ratio (times)	9.21	8.07
Trade Payables Turnover Ratio (times)	(6.27)	(6.01)
Net Capital Turnover Ratio (times)	(0.18)	0.47
Net Profit Ratio (%)	(379.63)	(267.62)

Note: Financial ratios for March 31, 2026 will be updated upon completion of the statutory audit. Prior year ratios are as reported.

Analysis of Financial Ratios (FY 2025-26)

- The net loss and consequent drop in Return on Equity ratio is primarily attributable to old inventory write-off charges recognised during the year.
- The increase in Debt-Equity ratio and deterioration in Debt Service Coverage ratio reflect the additional term loan of ₹2.25 crore availed from the bank, compounded by the reduction in net equity arising from accumulated losses.
- The decline in Net Capital Turnover ratio is attributable to the decrease in sales turnover during the year.

Internal Control Systems and their Adequacy

The Company maintains a structured system of internal controls appropriate to the size, scale, and complexity of its operations. The HO & Whole-Time Director and CFO Certification provided in the Annual Report addresses the adequacy of the Company's internal control systems and procedures over financial reporting in accordance with the requirements of Regulation 17(8) and Schedule II Part B of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The internal control framework encompasses controls over financial reporting, operational controls for the assembly and test facility, procurement and vendor management controls, quality assurance (ISO 9001 certified processes), and information security controls. The Board, through the Audit Committee, periodically reviews the adequacy and effectiveness of these controls.

Information Technology

The Company continues to invest in the reliability and security of its information technology infrastructure. Necessary precautions have been implemented to ensure safe operation of internal servers and to guard against cyber-attacks, malware, ransomware, and unauthorised access. As SPEL operates in a sector where customers entrust the Company with proprietary semiconductor designs and test data, cybersecurity is a matter of highest operational priority. The Company's IT security policies are reviewed periodically and updated in line with evolving threat landscapes.

Material Developments in Human Resources / Industrial Relations

SPEL Semiconductor values its human resources as its most critical and enduring asset. The Company's HR philosophy centres on attracting, retaining, and continuously developing talent across all levels of the organisation, with a particular emphasis on building semiconductor-domain expertise that is both scarce and strategically valuable in India's rapidly expanding semiconductor ecosystem.

The Company provides a collaborative and inclusive working environment designed to encourage creative thinking, cross-functional collaboration, and continuous learning. Structured training programmes covering technical skills (assembly and test processes, quality standards, ESD handling, safety protocols) and soft skills (leadership, communication, problem-solving) have been conducted for employees at all levels during the year.

HR programmes focus on capability building, employee engagement, and succession planning to support organisational resilience and sustainable future growth. Industrial relations have remained harmonious throughout the year, reflecting the Company's commitment to fair employment practices and open communication with its workforce.

Total headcount as on March 31, 2026: 103 employees.

Note: Risks and Concerns are covered under Section 4 (Opportunities & Threats) of this report.

Date : May 22, 2026
Place : Chennai

By Order of the Board
For SPEL Semiconductor Limited

Sd/-	Sd/-
S. Chandramohan	**P. Balamurugan**
Director	Head Operations & Whole-Time Director
DIN : 0052571	DIN : 07480881

INDEPENDENT AUDITOR'S REPORT

To the members of **SPEL Semiconductor Limited**
Report on the Audited Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of **SPEL Semiconductor Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

i) Attention is drawn to Note 5.2 of the accompanying statement where in the Company has incurred the losses and generated negative cash flows during the period under review and in earlier years. The above indicates that a material uncertainty exists that may cast significant doubt on Company's ability to continue as a going concern. Pending resolution of the above uncertainty, the Company has prepared the aforesaid statement on going concern basis.

ii) The Company witnessed resignation of major employees during the year, resulting in a significant reduction in employee strength as at the reporting date. The above condition indicates significant operational uncertainty and may cast significant doubt on the Company's ability to continue as a going concern. Pending resolution of the above uncertainty, the Company has prepared the aforesaid statement on a going concern basis.

iii) Major plant and machinery of the Company had broken down during the year and production activities were not carried out during the fourth quarter of FY 2025-26. The absence of production operations and non-functional critical machinery indicate material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Pending resolution of the above uncertainty, the Company has prepared the aforesaid statement on a going concern basis.

iv) As stated in Note No. 4.6 and Note No. 5.9 to the financial statements, trade receivables amounting to Rs. 58.76 Lakhs and trade payables amounting to Rs. 326.98 Lakhs as at 31 March 2026 are subject to confirmation and reconciliation. In the absence of independent balance confirmations and reconciliation of balances, we were unable to determine whether any adjustments might be necessary in respect of the reported balances of trade receivables, trade payables and the consequential impact on the financial statements for the year ended 31 March 2026.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures thereto but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account except as stated in the Basis of Qualified Opinion Para.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except as stated in the Basis of Qualified Opinion Para.
   e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**. Our report expresses modified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The company has disclosed the impact of pending litigations on its financial position (Note No 7).

ii. The company did not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses.

iii. No amounts were required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(d) The Company has not declared or paid any dividend during the year Hence we don't comment on the compliance with section 123 of the Companies Act, 2013.

v. With respect to the other matters to be included in the Auditor's Report in accordance with Rule **11(g) of the Companies (Audit and Auditors) Rules, 2014,** as amended in our opinion and to the best of our information and according to the explanations given to us:

Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2026, which has a feature of recording audit trail (edit log) facility. The audit trail feature was configurable and was enabled and operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of the audit trail feature having been tampered with.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **"Annexure B"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

for **Venkatesh & Co.,**
Chartered Accountants
FRN: 004636S

CA Dasaraty V
Partner
M No: 026336

UDIN: 26026336BVNUDL5395

Chennai

19th May,2026

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of SPEL Semiconductor Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of SPEL Semiconductor Limited (“the Company”) as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that
(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, except for the effects of the matter described below, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls were operating effectively as on March 31, 2026:

The Company does not have an adequate internal control system commensurate with the size and nature of its operations in respect of maintenance of inventory and stock records. The inventory records have not been properly maintained and updated on a timely basis. In our view, this constitutes a material weakness in the Company's internal control over financial reporting in respect of inventory.

A '**material weakness**' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the effects/possible effects of the material weakness described above, the Company has maintained, in all material respects, adequate internal financial controls over financial reporting and such internal controls were operating effectively as of March 31, 2026, based on the internal control criteria established by the Company considering the essential components of internal control stated in the said Guidance Note issued by the ICAI.

Basis for Qualified Opinion

During the course of our audit, we observed that the Company does not have an adequate internal control system commensurate with the size and nature of its operations in respect of **maintenance of inventory and stock records**. The inventory records have not been properly maintained and updated on a timely basis. In our view, this constitutes a material weakness in the Company's internal control over financial reporting in respect of inventory.

for **Venkatesh & Co.,**
Chartered Accountants
FRN: 004636S

CA Dasaraty V
Partner
M No: 026336
UDIN: 26026336BVNUDL5395

Chennai

19th May,2026

ANNEXURE ‘B’ TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **SPEL Semiconductor Limited** of even date)

i. In respect of the Company’s fixed assets:

(a) A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, plant and equipment.

B) In respect of Intangible Assets, there were no intangible Assets hence reporting under this clause is not applicable.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner covering all assets once every 3 years which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, we were informed that, certain fixed assets were physically verified by the management during the year. According to the information there were no material discrepancy were noticed during such verification.

(c) In our opinion and according to the information and explanations given to us and the records examined by us, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the company.

(d) The Company has revalued its land and building during the year based on a valuation obtained from a registered valuer. As a result of this revaluation, the Net carrying value of Land has increased by Rs. 833 lakhs and this increase constitutes 8.41% over the exiting carrying value of this land.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2026 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder

i.

(a) In our opinion and according to the information and explanations given to us, the inventories have been physically verified by the management during the year but the periodicity of verification is not adequate as all the Inventories are not verified. On such verification, discrepancies were noticed which is less than 10% of the total inventory and have been appropriately dealt with in the books of account.

(b) The company has been sanctioned working capital limits in excess of ₹5 Crores in aggregate from banks or financial institutions, secured against its land and building. As per the terms of the sanction, the company is required to submit a stock statement on an annual basis, which has not been duly complied with during the year. Hence, we are unable to report on the discrepancies between stock submitted with the bank and the book records

(c) However, in our opinion, the company does not have an adequate internal control system commensurate with the size and nature of its business for managing inventory and maintaining proper stock records.

ii. The Company has not made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) The company has not made investments (or) granted loan during the year and hence reporting under this clause is not applicable.

(c) The Company has not provided any loans or advances in the nature of loans and hence reporting under this clause in not applicable.

(d) The Company has not provided any loans or advances in the nature of loans and hence reporting under this clause in not applicable.

(e) The Company has not provided any loans or advances in the nature of loans and hence reporting under this clause in not applicable.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has not made investments in, granted any loans, secured or unsecured, furnished guarantees or provided security to any party covered by provisions of sections 185 and 186 of the Companies Act, 2013.Hence reporting on whether there is a compliance with the said provisions does not arise.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2026 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3 (vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has not been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, and other material statutory dues applicable to it with the appropriate authorities and the arrears of such dues outstanding as at 31/03/2026 for a period of more than six months from the date they became payable are:

(₹ in lakhs)

S No	Name of the statute	Nature of dues	Amount
1	Employees Provident fund Act, 1952	EPS payable	10.28
2	Employees Provident fund Act, 1952	EDLI payable	39.02
3	Employees Provident fund Act, 1952	Delayed Interest on EPF payable	1,25.87
4	Income Tax Act, 1961	Income tax payable u/s 147 for AY 2012-13	2,95.76
5	Income Tax Act, 1961	Income tax payable u/s 263 for AY 2015-16	42.07
6	Income Tax Act, 1961	Income tax payable u/s 263 for AY 2017-18	30.75
7	Income Tax Act, 1961	Income tax payable u/s 263 for AY 2020-21	24.57
8	Income Tax Act, 1961 (TDS)	Traces Defaults	7.52
9	Professional tax	Professional tax payable	2.72

(b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of Income tax, Sales tax, Service tax, Duties of customs, Duties of Excise, Value added tax which have not been deposited on account of any dispute, except the following

(₹ in lakhs)

S No	Name of the statute	Nature of dues	Amount	Period	Forum where dispute is pending
1	Income tax Act, 1961	Income Tax	6,58.65	AY 17 18	CIT Appeals

vii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has defaulted in repayment of loans or other borrowings or in the payment of interest thereon.

Nature of borrowing including debt securities	Name of lender	Amount not paid on due date	Whether principal or interest	Period of delay	Remarks, if any
Interest free short term loan	Accuspeed Enginnering Services India Private Limited	28,30,644	Interest	More than 365 Days	Nil

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The term loans have been utilized by the company for the same purpose for which the loan has been sanctioned and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have, prima facie, been used during the year for long-term purposes by the Company.

(e) The Company is not having any subsidiaries and hence reporting under this clause is not applicable.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3 (ix)(f) of the Order is not applicable

x. (a) The Company has not raised monies by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3 (x)(a) of the Order is not applicable.

(b) During the year, the Company has not made any preferential allotment or private placement of Preference shares and hence reporting under this clause is not applicable.

xi. (a) To the best of our knowledge and according to the information and explanations given to us, No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report

(c) The Company has not received any complaints from whistle blower during the year (and upto the date of this report).

xi. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.

x i. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards

xiv. (a) The Company has separate internal audit system; the existing internal controls are commensurate with the size and the nature of its business.

(b) The reports of Internal auditor for the audit period have been considered by the Statutory Auditor.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvi. The company has incurred cash losses in the financial year amounting to Rs. 22,53.81 in lakhs and in the immediately preceding financial year an amount of Rs. 19,48.50 lakhs.

xvi. There has been no resignation of the statutory auditors during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention (except for the matters specified in basis for qualified opinion paragraph), which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. According to the information and explanations given to us, provisions of section 135 of Companies Act 2013 are not applicable to the Company. Hence, reporting under clause 3(xx)(a) & 3(xx)(b) of the Order is not applicable.

for **Venkatesh & Co.,**
Chartered Accountants
FRN: 004636S

CA Dasaraty V
Partner
M No: 026336
UDIN: 26026336BVNUDL5395
Chennai
19th May,2026

SPEL Semiconductor Limited
5, CMDA Industrial Estate, Maraimalai Nagar, Chennai – 603 209
CIN: L32201TN1984PLC011434

Balance Sheet as on March 31, 2026

(₹ in lakhs)

Particulars	Notes	31-Mar-26 (Audited)	31-Mar-25 (Audited)
ASSETS			
A. Non-Current Assets			
a) Property, Plant and Equipment and Intangible Assets			
(i) Property, Plant and Equipment	4.10	25,32.86	23,36.96
(ii) Capital Work-in-Progress	4.20	15.41	11.67
b) Investment Property	4.30	48,96.42	48,96.42
c) Financial Assets			
(i) Security Deposits	4.40	74.04	51.09
Total Non-Current Assets		**75,18.74**	**72,96.14**
B. Current Assets			
a) Inventories	4.50	2,95.61	23,09.06
b) Financial Assets			
(i) Trade Receivables	4.60	58.76	77.63
(ii) Cash and Cash Equivalents	4.70	0.14	0.16
c) Current Tax Assets	4.80	34.79	31.97
d) Other Current Assets	4.90	2.39	14.73
e) Assets Held for Sale	5.00	35,91.81	30,79.81
Total Current Assets		**39,83.49**	**55,13.37**
TOTAL ASSETS		**1,15,02.24**	**1,28,09.50**
EQUITY & LIABILITIES			
A. Equity			
a) Equity Share Capital	5.10	46,11.74	46,11.74
b) Other Equity	5.20	(43,07.31)	(33,20.48)
Total Equity		**3,04.43**	**12,91.26**
B. Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	5.30	10,82.58	20,52.72
(ii) Other Financial Liabilities	5.40	10,23.74	1,26.54
b) Provisions	5.50	18.30	71.32
c) Deferred Tax Liabilities (Net)	5.60	15,11.00	20,11.07
d) Other Non-Current Liabilities	5.70	45.45	54.53
Total Non-Current Liabilities		**36,81.06**	**43,16.18**
Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	5.80	10,04.64	10,47.42
(ii) Trade Payables			

— Total outstanding dues of Micro Enterprises and Small Enterprises	5.90	32.05	31.28
— Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	5.90	2,94.93	3,21.24
(iii) Other Financial Liabilities	5.10	1,07.74	1,05.55
b) Other Current Liabilities	5.11	59,54.17	55,25.91
c) Provisions	5.12	1,23.21	1,76.56
Total Current Liabilities		**75,16.74**	**72,02.06**
TOTAL EQUITY & LIABILITIES		**1,15,02.24**	**1,28,09.50**

The accompanying notes form an integral part of the financial statements.

for Venkatesh & Co.,
Chartered Accountants
FRN: 004636S

CA Dasarathy
Partner
M No: 026336
Chennai.,

For and on Behalf of the Board

P Balamurugan
Director
DIN: 07480881

S Chandramohan
Director
DIN: 00052571

SPEL Semiconductor Limited
5, CMDA Industrial Estate, Maraimalai Nagar TN 603209 IN
CIN: L32201TN1984PLC011434

Statement of Profit and Loss for the Year Ended March 31, 2026

(₹ in lakhs)

Particulars	Notes	31-Mar-26	31-Mar-25
I. Income			
Revenue from Operations	6.1	6,28.00	7,86.42
Other Income	6.2	2,25.07	1,65.48
Total Income (I + II)		**8,53.07**	**9,51.90**
II. Expenses			
Cost of Materials Consumed	6.3	1,41.36	2,92.19
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	6.4	(10.21)	(6.04)
Employee Benefits Expense	6.5	2,54.34	3,91.28
Finance Costs	6.6	5,05.83	2,88.48
Depreciation and Amortisation Expense	6.7	1,14.30	2,00.50
Power and Fuel	6.8	1,61.79	2,44.27
Other Expenses	6.9	1,67.05	4,33.09
Total Expenses		**13,54.88**	**18,43.77**
Profit / (Loss) before Exceptional Items and Tax		**(5,01.81)**	**(8,91.87)**
III. Exceptional Items			
Exceptional Items	6.10	(18,82.31)	(12,57.14)
Profit / (Loss) before Tax		**(23,84.11)**	**(21,49.01)**
IV. Tax Expense			
(i) Current Tax		—	—
(ii) Deferred Tax		—	(44.35)
(iii) Prior Period Taxes		—	—
Profit / (Loss) for the Period from Continuing Operations		**(23,84.11)**	**(21,04.66)**
Profit / (Loss) for the Period from Discontinued Operations		—	—
Profit / (Loss) for the Period		**(23,84.11)**	**(21,04.66)**
V. Other Comprehensive Income			
Items that will not be reclassified to Profit or Loss		13,97.29	39.97
Items that will be reclassified to Profit or Loss		—	—
Total Other Comprehensive Income		**13,97.29**	**39.97**
Total Comprehensive Income for the Period		**(9,86.82)**	**(20,64.69)**
VI. Earnings Per Share (Face Value ₹10/- each) — Not Annualised			
(1) Basic (₹)		(5.17)	(4.56)
(2) Diluted (₹)		(5.17)	(4.56)

The accompanying notes form an integral part of the financial statements.

for Venkatesh & Co.,
Chartered Accountants
FRN: 004636S

CA Dasarathy
Partner
M No: 02[illegible]36.
Chennai.,

For and on Behalf of the Board

P Balamurugan
Director
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Director
DIN: 00052571

SPEL Semiconductor Limited
5, CMDA Industrial Estate, Maraimalai Nagar, Chennai – 603 209
CIN: L32201TN1984PLC011434

Cash Flow Statement for the Year Ended March 31, 2026

₹ in Lakhs

Particulars	31-Mar-26	31-Mar-25
	(₹ in lakhs)	(₹ in lakhs)
A. Cash Flows from Operating Activities		
Profit / (Loss) for the Year / before Tax	(23,84.11)	(21,04.66)
Adjustments for Non-cash & Non-operating Items:		
Add:		
Deferred Tax	—	44.35
Depreciation & Amortisation Expenses	1,14.30	2,00.50
Bad & Doubtful Debts / Advances Provided	—	—
Foreign Exchange (Gains) / Losses	5.89	(8.53)
Finance Costs	5,05.83	2,88.48
Loss on Sale of PPE	2.45	—
Actuarial Gain	64.20	—
Prior Period Adjustments	—	—
Less:		
Interest Received	49.57	3.78
Rent Income	1,54.53	1,41.51
Profit on Sales of PPE	15.54	(16.88)
Cash Flow before Working Capital Changes	**(19,11.08)**	**(17,49.08)**
Changes in Operating Assets and Liabilities:		
(Increase) / Decrease in Inventories	20,13.45	14,16.26
(Increase) / Decrease in Trade Receivables	12.99	48.22
(Increase) / Decrease in Other Financial Assets	(22.95)	5.48
(Increase) / Decrease in Other Current Assets	12.34	61.53
Increase / (Decrease) in Trade Payables	(25.64)	(98.24)
Increase / (Decrease) in Other Financial Liabilities	8,99.38	(15.72)
Increase / (Decrease) in Other Liabilities	4,19.17	1,28.25
Increase / (Decrease) in Provisions	(1,00.36)	36.21
Cash Generated from Operations	**12,97.29**	**(1,67.09)**
Less: Income Taxes Paid (Net of Refunds)	(2.81)	—
Net Cash Generated from / (Used in) Operating Activities (A)	**12,94.48**	**(1,67.09)**
B. Cash Flows from Investing Activities		
Purchase of PPE (including changes in CWIP)	(9.79)	—
Advance for Sale of Capital Asset	—	—
Sale of PPE	29.92	—
Interest Received	49.57	3.78
Rent Received	1,54.53	1,41.51

Movement in Other Bank Balances	—	—
Net Cash from / (Used in) Investing Activities (B)	**2,24.23**	**1,45.29**
C. Cash Flows from Financing Activities		
Proceeds from / (Repayment of) Borrowings	(10,12.93)	3,10.11
Finance Costs Paid	(5,05.83)	(2,88.48)
Net Cash from / (Used in) Financing Activities (C)	**(15,18.76)**	**21.63**
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	**(0.05)**	**(0.16)**
Cash and Cash Equivalents at Beginning of Year	0.16	0.32
Exchange Difference on Foreign Currency Cash	—	—
Cash and Cash Equivalents at End of Year	**0.11**	**0.16**
Components of Cash and Cash Equivalents		
Balances with Banks (Current Accounts)	0.11	0.13
Cash in Hand	0.03	0.02
Total	**0.14**	**0.16**

Notes:

1. The cash flow statement has been prepared in accordance with the requirements of Indian Accounting Standards (Ind AS) issued by the Institute of Chartered Accountants of India.
2. Cash flows have been reported using the indirect method, whereby the net profit is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments.
3. Significant cash and cash equivalent balances held by the enterprise are available for use by the Company.

The accompanying notes form an integral part of the financial statements.

for Venkatesh & Co.,
Chartered Accountants
FRN: 004636S

CA Dasarathy
Partner
M No: 026336
Chennai.,

For and on Behalf of the Board

P Balamurugan
Director
DIN: 07480881

S Chandramohan
Director
DIN: 00052571

SPEL Semiconductor Limited
5, CMDA Industrial Estate, Maraimalai Nagar TN 603209
IN
CIN: L32201TN1984PLC011434
Schedule of Property, Plant & Equipment and Companies Act, 2013 Depreciation for the year ended Mar 31, 2026

Property, Plant & Equipment (₹ In lakhs)

4.1)

S No	Particulars	Gross Block				Depreciation				Net Block	
		As on 01-04-2025	Additions	Deletion/ Adjustments	As on 31-03-2026	As on 01-04-2025	For the period	Deduction / Adjustments	As on 31-03-2026	As at 31-03-2026	As at 31-03-2025
1.	Buildings	2,96.59	-	-	2,96.59	2,66.39	1.19	-	2,67.58	29.01	30.20
2.	Computer	6.82	-	-	6.82	6.82	-	-	6.82	-	-
3.	Plant & Machinery	33,04.41	6.04	2,71.90	30,38.55	29,28.60	1,13.07	2,55.07	27,86.60	2,51.95	3,75.81
4.	Office Equipment	2.71	-	-	2.71	2.67	0.05	-	2.71	(0.00)	0.05
5.	Furniture & Fittings	11.22	-	-	11.22	11.22	-	-	11.22	-	-
6.	Land	19,30.90	3,21.00	-	22,51.90	-	-	-	-	22,51.90	19,30.90
	Total	55,52.65	3,27.04	2,71.90	56,07.79	32,15.70	1,14.30	2,55.07	30,74.93	25,32.86	23,36.96

4.2) Capital Work in Progress

S No	Particulars	31-Mar-2026	31-Mar- 25
1.	Machinery under Installation	15.41	11.67
	Total	15.41	11.67

S No	Particulars	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 Years	Total
1.	Projects in progress	3.75	-	-	11.67	15.41
2.	Projects temporarily suspended	-	-	-	-	-
	Total	3.75	-	-	11.67	15.41

i) The financial statements have been prepared measuring the Property, Plant and Equipment and intangible assets at fair values at April 1, 2016 and use such fair value as its deemed cost as of the transition date.

SPEL Semiconductor Limited
5, CMDA Industrial Estate, Maraimalai Nagar TN 603209 IN
CIN: L32201TN1984PLC011434
Notes on accounts _ Balance Sheet (Trade Receivables) for the Year Ended Mar 31, 2026

(₹ in lakhs)

4.6) Trade Receivables (*)						
Particulars					**Mar 31-2026**	**Mar 31-2025**
Unsecured, Considered Good:	-	-	-		-	
Receivables outstanding for less than 6 months					58.76	77.63
Receivables outstanding for more than 6 months					-	-
					58.76	**77.63**
Doubtful:						
Receivables outstanding for less than 6 months					-	-
Receivables outstanding for more than 6 months					-	-
					-	**-**
Total					**58.76**	**77.63**

* Balances are subject to confirmation and reconciliation

Trade receivables ageing schedule for the year ended as on Mar 31, 2026 and Mar 31, 2025

	Outstanding for following periods from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1 - 2 years**	**2 - 3 Years**	**More than 3 Years**	**Total**
Undisputed Trade receivables - Considered good	58.76	-	-	-	-	58.76
(Previous Year figures - FY 24-25)	77.63	-	-	-	-	77.63
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
Disputed Trade receivables - considered good	-	-	-	-	-	-
(Previous Year figures - FY 24-25)	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(Previous Year figures - FY 24-25)	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total Trade Receivables	**58.76**	**-**	**-**	**-**	**-**	**58.76**
(Previous Year figures - FY 24-25)	77.63	-	-	-	-	77.63

SPEL Semiconductor Limited
5, CMDA Industrial Estate, Maraimalai Nagar TN 603209 IN
CIN: L32201TN1984PLC011434

(₹ In **Lakhs)**

Notes on accounts _ Balance Sheet (Equity) for the Year Ended Mar 31, 2026

5.1) Equity Share Capital				**Mar 31-2026**	**Mar 31-2025**
Particulars					
Authorised Capital					
6,00,00,000 (6,00,00,000) Equity Shares of ₹ 10 each				60,00.00	60,00.00
Total				**60,00.00**	**60,00.00**
Issued					
4,61,17,443 Equity Shares of ₹ 10 each				46,11.74	46,11.74
Total				**46,11.74**	**46,11.74**
Subscribed & Paid-up Capital					
4.61,17,443 Equity Shares of ₹ 10 each				46,11.74	46,11.74
Total				**46,11.74**	**46,11.74**

Number of Equity Shares at the beginning and end of the current and previous reporting periods

		Mar 31-2026		**Mar 31-2025**	
Particulars		**No. of shares**	**Amount**	**No. of shares**	**Amount**
Balance at the beginning of the reporting period		4,61,17,443.00	46,11,74,430.00	4,61,17,443.00	46,11,74,430.00
Changes in Equity Share Capital due to prior period errors		-	-	-	-
Restated balance at the beginning of the reporting period		-	-	-	-
Changes in Equity Share Capital during the period		-	-	-	-
Balance at the end of the reporting period		**4,61,17,443.00**	**46,11,74,430.00**	**4,61,17,443.00**	**46,11,74,430.00**

Details of Shareholders holding more than 5% shares in the company

		Mar 31-2026		**Mar 31-2025**	
Name of Shareholder		**No. of shares**	**% of Holding**	**No. of shares**	**% of Holding**
Natronix Semiconductor Technology PTE LTD (Singapore)		2,58,11,207.00	0.56	2,58,11,207.00	0.56

Rights, preferences and restrictions in respect of equity shares issued by the Company

The company has only one class of equity shares having a par value of ₹ 10 each. The equity shares of the company having par value of ₹ 10 rank pari-passu in all respects including voting rights and entitlement to dividend.

Shareholding of Promoter as at 31/03/2026

Name of the Promoter	As at 31/03/2026			As at 31/03/2025	
	No.of Shares	% of total shares	% Change during the year	No.of Shares	% of total shares
Valli Arun	9,75,350	2	-	9,75,350	2
AR RM Arun	4,08,223	1	-	4,08,223	1
AC Mutthiah	4,000	0.00	0.00	4,000	-
AC Mutthiah - HUF	-	-	(0.00)	-	-
Vibrant Industries Private Limited	90,000	0.00	-	90,000	0.00
Natronix Semiconductor Technology PTE LTD (Singapore)	2,58,11,207	56	-	2,58,11,207	56

5.2) a. Other Equity			**Reserves & Surplus**		
Particulars (FY2025-26)	**Capital Reserve**	**General Reserve**	**Other comprehensive Income**	**Securities Premium Reserve**	**Total as on 31-03-2026**
Balance at the Beginning of the Current Reporting Period	1.51	(36,57.16)	2,87.82	47.35	(33,20.48)
Changes in accounting Policy/prior period errors	-	-	-	-	-
Additions: Profit of Current Reporting period	-	(23,84.11)	-	-	(23,84.11)
Other Comprehensive Income			-		-
Total Comprehensive Income for the year	-	-	13,97.29	-	13,97.29
Dividends	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-
Share Forfeited	-	-	-	-	-
Balance at the End of the Current Reporting Period	**1.51**	**(60,41.28)**	**16,85.11**	**47.35**	**(43,07.31)**

5.2) b. Other Equity		**Reserves & Surplus**			
Particulars (FY2024-25)	**Capital Reserve**	**General Reserve**	**Other comprehensive Income**	**Securities Premium Reserve**	**Total as on 31-03-2025**
Balance at the Beginning of the Current Reporting Period	-	(16,00.40)	2,47.85	47.35	(13,05.20)
Changes in accounting Policy/prior period errors	-	47.90	-	-	47.90

Additions: Profit of Current Reporting period	-	(21,04.66)	-	-	(21,04.66)
Total Comprehensive Income for the year	-	-	39.97	-	39.97
Any Other Change	-	-	-	-	-
Dividends	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-
Share Forfeited	1.51	-	-	-	1.51
Balance at the End of the Previous Reporting Period	**1.51**	**(36,57.16)**	**2,87.82**	**47.35**	**(33,20.48)**

Nature and purpose of Reserves:
i) General Reserve
Represents accumulated profits earned by the Company and remaining undistributed as on date.

ii) Other Comprehensive Income
The reserve is in accordance with provisions of Indian Accounting Standards

iii) Securities Premium Reserve
Represents the premium on issue of equity shares and can be utilized in accordance with the provisions of Companies Act, 2013

(*) Affected component of equity on voluntary change in accounting policy (Ind AS 18 - Revenue Recognition) for the earliest period presented. Refer to Note No: 2 A) of Annual Accounts

SPEL Semiconductor Limited
5, CMDA Industrial Estate, Maraimalai Nagar TN 603209 IN
CIN: L32201TN1984PLC011434
Notes on accounts _ Balance Sheet (Liabilities) for the Year Ended Mar 31, 2026

(₹ In Lakhs)

5.3) Borrowings				**31-03-2026**	**31-03-2025**
Particulars					
Secured:					
i) Bonds or Debentures (*)				7,00.00	6,80.70
ii) Term Loan				-	-
-- from banks (#)				4,13.28	4,04.60
				11,13.28	10,85.30
Less: Current Maturities of Long term Borrowings				57.70	62.88
				10,55.58	**10,22.42**
Unsecured:					
ii) Term Loan				-	-
-- from other parties (^)				27.00	10,30.30
				27.00	**10,30.30**
Total				**10,82.58**	**20,52.72**

(*) Secured against the plant & machinery as per the debenture trust deed entered with SBICAP Trustee Company Limited
(#) Secured against the mortgage of factory land & building
(^) Balances are subject to confirmation and reconciliation.

5.4) Other financial liabilities				**31-03-2026**	**31-03-2025**
Particulars					
Security Deposits				136.57	126.54
Preference share capital				887.16	-
Total				**1,023.74**	**126.54**

5.5) Provisions				**31-03-2026**	**31-03-2025**
Particulars					
Provision for employee benefits					
-- Gratuity Long Term				18.30	71.32
Total				**18.30**	**71.32**

5.7) Other Non-Current Liabilities					
Particulars				**31-03-2026**	**31-03-2025**
Advance Income - Rental Deposit (Ind AS)				45.45	54.53
Total				**45.45**	**54.53**

5.8) Borrowings				**31-03-2026**	**31-03-2025**
Particulars					
Secured:					
i) from Banks (*)					
-- IOB Overdraft				8,46.94	8,84.54
ii) from Others				-	-
Short Term _ Unsecured Loan				1,00.00	1,00.00
Current Maturities of Long term Borrowings					-
i) from Banks				57.70	62.88
Total				**10,04.64**	**10,47.42**

(*) Secured against the mortgage of factory land & building

5.9) Trade Payables (*)				**31-03-2026**	**31-03-2025**
Particulars					
total outstanding dues of micro enterprises and small enterprises; and (#)				32.05	31.28
total outstanding dues of creditors other than micro enterprises and small enterprises (#)				2,94.93	3,21.34
Total				**3,26.98**	**3,52.62**

* Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprises. There is interest due and outstanding as on the reporting date.
# Balances are subject to confirmation and reconciliation.

Trade payables ageing schedule for the year ended March 31, 2026:

Particulars	**Outstanding for following periods from due date of payment**				**Total**
	< 1 year	**1 - 2 years**	**2 - 3 years**	**> 3 years**	
MSME	-	32.05		-	32.05
(Previous Year 24-25)	30.90	0.38		-	31.28
Others		2,94.93			2,94.93
(Previous Year 24-25)		3,21.34			3,21.34

Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-
Total	**-**	**3,26.98**	**-**	**-**	**3,26.98**
(Previous Year 24-25)	30.90	3,21.72	-	-	3,52.62

5.10) Other financial liabilities				**31-03-2026**	**31-03-2025**
Particulars					
Interest accrued and due on secured loans				31.41	31.41
Interest accrued and due on unsecured loans				76.32	74.14
Total				**1,07.74**	**1,05.55**

5.11) Other Current Liabilities				**31-03-2026**	**31-03-2025**
Particulars					
Advance from customers				52.57	63.16
Statutory liabilities				42.81	18.15
Advances for Sale of Capital Asset				47,19.50	47,19.50
Employee benefits				5,34.16	4,98.50
Outstanding Liabilities				2,09.11	2,26.60
Deferred Interest Income				3,96.02	-
Total				**59,54.17**	**55,25.91**

5.12) Provisions				**31-03-2026**	**31-03-2025**
Particulars					
Provision for Employee Benefits					
-- Gratuity Short Term				8.17	60.53
-- Compensated absence Short Term				38.89	38.89
Provision for Expenses				5.01	-
Provision for Tax				71.14	71.14
Total				**1,23.21**	**1,70.56**

SPEL Semiconductor Limited
5, CMDA Industrial Estate, Maraimalai Nagar TN 603209 IN
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Notes forming part of Statement of Profit & Loss for the Year Ended Mar 31, 2026

(Rs. In Lakhs)

6.1) Revenue from Operations		
	31-03-2026	**31-03-2025**
Particulars		
Revenue from Sales		
Export Sales	4,65.60	7,69.12
Revenue from Services	-	-
Sales Others	1,62.40	17.31
Total	**6,28.00**	**7,86.42**

6.2) Other Income		
	31-03-2026	**31-03-2025**
Particulars		
Interest Income - Deposits	49.57	3.78
Interest Income - Others	-	1.59
Rental Income	1,54.53	1,41.51
Profit on Sales of PPE	15.54	-
Miscellaneous Income	5.44	0.98
Rental Income - Amortised cost (IND AS)	-	9.09
Gain on Exchange fluctuation	-	8.53
Total	**2,25.07**	**1,65.48**

6.3) Cost of materials consumed		
	31-03-2026	**31-03-2025**
Particulars		
Inventory at the beginning of the year	1,45.85	1,16.62
Add: Purchases & Other Expenses	99.40	3,21.42
Less: Inventory at the end of the year	1,03.89	1,45.85
Total	**1,41.36**	**2,92.19**

6.4) Changes in inventories of finished goods, Stock in trade, Work in Progress	**31-03-2026**	**31-03-2025**
Particulars		
Opening Balance		

-- Work in Progress - IC chips	24.97	18.93
-- Finished Goods	46,80.61	46,80.61
Closing Balance		-
-- Work in Progress - IC chips	14.76	24.97
-- Finished Goods	46,80.61	46,80.61
Total Change in inventories	**10.21**	**(6.04)**

6.5) Employee Benefits Expense		
Particulars	**31-03-2026**	**31-03-2025**
Salaries, wages and bonus	1,96.84	2,65.83
Contribution to Provident and other funds	27.52	1,21.95
Staff Welfare Expenses	29.98	3.49
Total	**2,54.34**	**3,91.28**

6.6) Finance Costs		
Particulars	**31-03-2026**	**31-03-2025**
Interest on Bank Borrowings	1,35.88	1,25.95
Interest on Unsecured Borrowings	3,47.71	1,37.92
Interest on Others	22.23	24.61
Bank Charges	-	-
Total	**5,05.83**	**2,88.48**

6.7) Depreciation And Amortisation Expenses	**31-03-2026**	**31-03-2025**
Particulars		
Depreciation	1,14.30	2,00.50
Total	**1,14.30**	**2,00.50**

6.8) Other Expenses	**31-03-2026**	**31-03-2025**
Particulars		
Auditors Remuneration		
Statutory Audit fee	-	3.00
Business Promotion	-	28.74
Car Hire charges	2.66	1.91
Communication expenses	0.45	0.90

Director sitting fees	2.14	2.91
Electricity Charges Admin	0.65	-
Power and fuel	1,61.79	2,44.27
Legal and professional charges	43.38	59.20
Insurance	5.14	0.28
Loss on exchange fluctuation	5.89	-
Miscellaneous	2.73	4.64
Postage, Printing & Stationery	0.77	0.81
Rates and taxes	23.81	23.86
Repairs and maintenance		
-- Buildings	15.50	9.85
-- Plant and machinery	0.94	1.18
-- Others	2.65	25.53
Security charges	11.45	16.30
Travelling & Conveyance		
-- Foreign travel	1.51	7.51
-- Domestic Travel	0.97	2.08
Bank Charges	10.95	18.47
Loss on Sale of PPE	2.45	16.88
Consumption of stores and tools	29.26	1,13.21
Balances written off	-	51.65
IT Tax payment	-	44.19
Machine Hire Charges	3.75	-
Total	**3,28.84**	**6,77.37**

6.9) Exceptional items	31-03-2026	31-03-2025
Particulars		
Termination Compensation for Employees	-	-
Stock Written Off - WIP - IC	-	-
Stock Written Off - FG	(19,63.26)	(14,42.52)
Credit balances written back	80.95	1,85.38
Total	**(18,82.31)**	**(12,57.14)**

SPEL Semiconductor Limited
5, CMDA Industrial Estate, Maraimalai Nagar TN 603209 IN
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Sub schedules forming part of Balance Sheet and Statement of P&L as on Mar 31, 2026

Security Deposits - Non Current **Rs. In Lakhs**

Particulars	31-03-2026	31-03-2025
Freight deposit	-	0.50
Rental deposit	-	-
TNEB deposit	47.11	50.59
Gas Cylinder deposit	-	-
DEPOSIT - LRD	26.94	
Total	**74.04**	**51.09**

Income tax refund receivable

Particulars	31-03-2026	31-03-2025
Income tax refund receivable - FY 2016 17	-	-
Income tax refund receivable - FY 2017 18	-	-
Income tax refund receivable - FY 2018 19	-	-
Income tax refund receivable - FY 2019 20	-	-
TDS & TCS Receivable (24/ 23/ 22/ 21)	29.71	26.55
Total	**29.71**	**26.55**

Long term Borrowings

Particulars	31-03-2026	31-03-2025
Secured Debentures		
AC Mutthiah	3,50.00	3,40.35
Devaki Mutthiah	3,50.00	3,40.35
	7,00.00	**6,80.70**
Secured Term loans		
from Banks		
Indian Overseas Bank	-	-
Covid 19 Loan from IOB Bank - II	-	-
LRD 5Cr	4,13.28	4,04.60
	4,13.28	**4,04.60**
Less:		
Current Maturities of Long term debt		
LRD 5Cr	57.70	62.88

	57.70	**62.88**
Unsecured Term Loans		
from Others		
Dr A.C.Muthiah HUF I	-	3,13.86
Dr.A.C.Muthiah HUF II	-	3,16.64
Dr A.C.Muthiah Individual	-	2,95.06
Dr A.C.Muthiah- Unsecured	-	77.73
Accuspeed Enginnering Services India Private Limited	27.00	27.00
ACM Educational Foundation Short Term	-	-
	27.00	**10,30.30**
Total	**10,82.58**	**20,52.72**

Interest accrued and due on secured loans

Particulars	31-03-2026	31-03-2025
Interest Accrued on Debentures - Dr.A.C.Muthiah	15.45	15.45
Interest Accrued on Debentures - Mrs.Devaki Muthiah	15.97	15.97
Total	**31.41**	**31.41**

Interest accrued and due on unsecured loans

Particulars	31-03-2026	31-03-2025
Interest Accrued - Dr.A.C Muthiah HUF I	12.81	12.81
Interest Accrued - Dr.A.C Muthiah HUF II	20.23	20.23
Interest Accrued - Dr.A.C Muthiah Individual	14.98	14.98
Interest accrued & due Accuspeed	28.31	26.13
Interest accrued Others	-	-
Total	**76.32**	**74.14**

Employee Benefits

Particulars	31-03-2026	31-03-2025
EPF loan recoveries	0.60	0.60
Employees Payable - Gratuity	2,58.68	2,00.74
Salaries & Wages Payable	2,06.84	2,28.79
Provision for Medical Entitlement	11.95	11.95
Sesso Deduction	-	0.34

Staff Welfare - Cultural	0.49	0.49
Thrift Subscription	55.59	55.59
VPF Recoveries	-	-
Total	**5,34.16**	**4,98.50**

Advance from customers

Particulars	31-03-2026	31-03-2025
JVD Tooling	10.90	33.19
Aemics	-	-
Kinetic	-	-
MSI	-	-
DPL	1.82	0.86
IC-Logic	6.59	-
IRC	4.16	4.12
Koa Japan	0.76	0.74
Koa Speer	-	-
Device Engineering Inc	7.35	7.16
Holt	-	-
MCC	15.46	13.70
Productivity Enginnering	0.99	1.52
Teledyne	-	-
Topline	4.55	1.88
Total	**52.57**	**63.16**

Statutory Liabilities

Particulars	31-03-2026	31-03-2025
TDS, TCS payable	6.65	3.14
ESIC payable	0.11	0.26
EPF payable	28.08	11.62
EPS Payable	5.25	2.02
GST payable	-	-
Professional tax payable	2.72	1.12
Service Tax	-	-
Total	**42.81**	**18.15**

Advance for Sale of Capital Asset

Particulars	31-03-2026	31-03-2025
Sri Hayagreevar Education Foundation	26,80.00	26,80.00
ACM Educational Foundation	3,02.00	3,02.00
ACM Medical Foundation	6,13.00	6,13.00
G Ramamoorthy	11,24.50	11,24.50
Total	**47,19.50**	**47,19.50**

Purchase & other expenses

Particulars	31-03-2026	31-03-2025
Goods In Transit	-	-
Clearing Charges	7.91	8.73
Import purchases	80.42	2,95.27
Freight charges	11.06	17.42
Consumption of stores and tools	-	-
Total	**99.40**	**3,21.42**

Salaries,wages and bonus

Particulars	31-03-2026	31-03-2025
Salaries & Wages	1,86.89	2,54.31
Stipend	9.95	11.52
Allowances (Earned Leave)	-	-
Total	**1,96.84**	**2,65.83**

Contribution to Provident and other funds

Particulars	31-03-2026	31-03-2025
ESIC Employer contribution	1.63	2.29
EPS contribution	7.79	11.85
EPF Employer contribution	5.28	7.81
Gratuity contribution	4.81	1,00.00
EDLI	8.03	-
Total	**27.52**	**1,21.95**

Staff welfare Expenses

Particulars	31-03-2026	31-03-2025
Canteen Expenses	1.20	1.94
Employee Gifts	-	-
Food Coupons	-	-
Staff medical expenses	0.02	-
Other Staff Welfare Expenses	12.76	1.55
Total	**13.98**	**3.49**

Interest on Bank Borrowings

Particulars	31-03-2026	31-03-2025
Interest on Covid 19 Loan - II	-	8.88
Interest on Covid 19 Loan - I	-	-
Interest on Term Loan	-	12.29
Interest on Cash Credit	88.08	81.05
Interest on LRD	47.81	23.73
Interest on Working Capital	-	-
Total	**1,35.88**	**1,25.95**

Interest on Unsecured Borrowings

Particulars	31-03-2026	31-03-2025
Interest Others	3,47.71	1,37.92

Interest Others

Particulars	31-03-2026	31-03-2025
Delay Payment - ESIC	5.12	0.68
Delay Payment - MSME	2.90	6.91
Delay Payment - PF	-	2.58
Delay Payment - Professional Tax	-	-
Delay Payment - Thrift & Society	3.78	0.41
Delay Payment - TDS	-	4.46
Delay Payment - GST	0.41	0.26
Interest Expenses on Rental Advance	10.03	9.30
Total	**22.23**	**24.61**

SPEL Semiconductor Limited
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CIN: L32201TN1984PLC011434
Additional Regulatory Information Required under Division II to Schedule III of the Companies Act 2013

S No	Disclosure requirement as per Amended Schedule III	Remarks for Non-Disclosure (If any)
1	Title deeds of Immovable Property not held in name of the Company	The Title deeds of the immovable properties are held in the name of the Company.
2	Revaluation of Property, Plant & Equipment	Property valuation was done for the Leased land 8.14 acres.
3	Revaluation of Intangible Assets	The Company doesn't have any Intangible Assets, Hence disclosure under this clause is not applicable
4	Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties	The Company has not granted Loans or Advances in the nature of loans to promoters, directors, KMPs and the related parties not specifying any terms of repayment. Hence disclosure under this clause is not applicable.
5	Capital-Work-in Progress (CWIP)	Refer Note No 4.2 ; Value - Rs.15.41L
6	Intangible assets under development	NIL
7	Details of Benami Property held	The Company has no Benami Property held in its name, Hence disclosure under this clause is not applicable
8	Borrowings from banks or financial institutions on the basis of security of current assets	The Company has enhanced the working capital limit from Rs.6.5Cr to Rs.8.75Cr by availing Rs.2.25Cr Loan. Also the Company has availed Lease rental discount loan of Rs. 5Cr and closed the Term loan of Rs.3.8Cr and Covid loan of Rs.1.95Cr
9	Wilful Defaulter	The Company has not been declared as wilful defaulter by any bank or financial Institution or other lender during the financial year. Hence disclosure under this clause is not applicable
10	Relationship with Struck off Companies	The Company has no Transactions with Struck off Companies, Hence no disclosure under this clause is applicable.
11	Registration of charges or satisfaction with Registrar of Companies (ROC)	Charges for closure of Term Loan (Rs.3.8Cr) and covid loan (Rs.1.95Cr) was done and charges creation of Liquirent loan (Rs.5Cr) and Working capital enhancement (Rs.2.25Cr) were done provided.
12	Compliance with number of layers of companies	The Company has an ultimate holding company namely Natronix Semiconductor Technology Private Limited. The company has complied with the number of layers of the companies as per section 2 (87) of the Companies Act, 2013.
13	Analytical Ratios	Refer Note No 12
14	Compliance with approved Scheme(s) of Arrangements	No Scheme of arrangements have been approved or pending for approval by the competent authority in terms of Section 230 to 237 of the Companies Act, 2013

15	Utilisation of Borrowed funds and share premium	(a) No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entity (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; (b) No funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
16	Undisclosed Income	NIL
17	Corporate Social Responsibility (CSR)	The Company has not required to Contribute under Provisions of u/s 135 (CSR) of the Companies Act 2013, Hence disclosure under this clause is not applicable.
18	Details of Crypto Currency or Virtual Currency	The Company has not Traded or invested in cryto currency or virtual currency, Hence disclosure under this clause is not applicable

SPEL Semiconductor Limited
5, CMDA Industrial Estate, Maraimalai Nagar TN 603209 IN
CIN: L32201TN1984PLC011434
Note 12 : Statement of Significant Ratios for the year ended Mar 31, 2026

Particulars	**Numerator/Denominator**	**Mar 31-2026**	**Mar 31, 2025**	**Change FY 25-26**
(a) Current Ratio (in times)	Current Assets / Current Liabilities	0.53	0.77	(0.31)
(b) Debt-Equity Ratio (in times)	Total Debts / Shareholder's Equity	6.86	2.40	1.86
(c) Debt Service Coverage Ratio (in times)	Earning available for Debt Service / Interest + Installments	2.01	(2.34)	(1.86)
(d) Return on Equity Ratio (in %)	Net Profit after Taxes / Net Worth	(7.83)	(1.63)	3.80
(e) Inventory turnover ratio (in times)	Revenue from Operations / Average Inventories	0.48	0.15	0.33
(f) Trade Receivables turnover ratio (in times)	Total Turnover / Average Account Receivable	9.21	5.41	0.70
(g) Trade payables turnover ratio (in times)	Total Purchases / Average Account Payable	(6.27)	0.35	(6.62)
(h) Net capital turnover ratio (in times)	Total Turnover / Net Working Capital	(0.18)	(0.47)	(0.62)
(i) Net profit ratio (in %)	Net Profit / Total Turnover	(3.80)	(2.68)	0.42
(j) Return on Capital employed (in %)	Earning before interest and taxes / Capital Employed	(1.21)	(0.56)	1.18
(k) Return on investment (in %)	Income generated from invested funds / Average invested funds in investment	-	-	-

Due to loss incurred for the year there is a change in Debt-Equity Ratio, Debt service coverage ratio, Return on Equity Ratio, Net capital turnover ratio, Net profit ratio, Return on Capital employed

(a) Company has paid many of its Trade payables during the year and hence there is a change in Trade payables turnover ratio