



May 24, 2025

To
BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai-400001.

Dear Sir/Madam,

Sub: Outcome of Board Meeting

Ref: Intimation on Outcome of Board Meeting dated May 24, 2025

Further to our Intimation dated May 24, 2025, and pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform that the Board of Directors of the Company at its Meeting held today i.e., May 24, 2025 has inter-alia approved the following :-

1. Increase the authorized share capital of the company from Rs. 60 crores to Rs. 66.95 Crores subject to approval of shareholders in the ensuing AGM of the Company.
2. Approval for allotment of 6,00,000 redeemable preference shares of Rs.100 each to Mr. A C Muthiah.
3. Approval for conversion of loans of Rs. 6,95,00,000 received from Mr. A C Muthiah to redeemable preference shares of Rs. 100 each subject to approval of shareholders in the ensuing AGM of the Company.
4. To take on record Related Party Transactions for the half year ended Mar 31, 2025
5. Proposed Related Party Transactions for the year 2025-26 based on the recommendation of the Audit Committee
6. Board of Directors approved the appointment of Mr. T. Parthasarathy as CFO

The Meeting of Board of Directors commenced at 11.05 A.M and concluded at 6.30 PM today.

This is for your kind information and record.

Thanking You,
Yours faithfully

For SPEL Semiconductor Limited

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



May 24, 2025

To
BSE Limited
Corporate Relationship Department,
2nd Floor, New Trading Wing,
Rotunda Building, P.J. Towers,
Dalal Street, Mumbai-400001.

Dear Sir/Madam,

Sub: Outcome of Board Meeting to consider and approve Audited Financial Results for the Quarter and Year ended 31st March 2025

Ref: BSE Notice No. 20230315-41 dated 15 Mar 2023

Pursuant to Regulation 30, 33 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to BSE Notice No. 20230315-41 dated Mar 15, 2023, we wish to inform that the Board of Directors of the Company at its Meeting held today i.e., May 24, 2025 has inter-alia approved the following:-

1. Pursuant to the recommendations of the Audit Committee, the Board of Directors approved the Audited Financial Results as per Indian Accounting Standards (INDAS) for the Quarter and Financial Year ended Mar 31, 2025. (Copy enclosed herewith).
2. The Board took note of the Statutory Auditors' Report on the Audited Financial Results of the Company for the Quarter and Financial Year ended Mar 31, 2025. (Copy enclosed herewith).
3. Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results – Standalone (enclosed herewith)

The Meeting of Board of Directors commenced at 11.05 A.M and concluded at 6.30 PM today.

This is for your kind information and record.

Thanking You,
Yours faithfully

For SPEL Semiconductor Limited

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



VENKATESH & CO
Chartered Accountants

Independent Auditor's Report on Standalone Quarterly Financial Results and Year to Date results of the company pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To the Board of Directors of **SPEL Semiconductor Limited**
Report on the Audit of the Standalone Financial Results

Qualified Opinion

We have audited the accompanying standalone quarterly financial results of SPEL Semiconductor Limited (the company) for the quarter ended 31st March 2025 and the year-to-date results for the period from 1st April 2024 to 31st March 2025 attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us these standalone financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- ii. give a true and fair view *subject to matters specified in Basis for Qualified Opinion paragraph* in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India of the net profit and other comprehensive income (loss) and other financial information for the quarter ended 31st March 2025 (date of the quarter end) as well as the year-to-date results for the period from 1st April 2024 to 31st March 2025

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.



"SRI RANGA", New No.151, Mambalam High Road, T.Nagar, Chennai - 600 017.
Telefax : 2814 4763/64/65/66 Email : venkateshandco@gmail.com



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Chartered Accountants

Hence it is qualified by us in the basis for qualification section of our report on the standalone financial results.

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results 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 together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion on the standalone financial results.

Management's Responsibilities for the Standalone Financial Results

These quarterly financial results as well as the year-to-date standalone financial results have been prepared on the basis of the interim financial statements. The Company's Board of Directors are responsible for the preparation of these financial results that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, 'Interim Financial Reporting' prescribed under Section 133 of the Act read with relevant rules issued thereunder and the accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial results, the Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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



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

Our objectives are to obtain reasonable assurance about whether the standalone financial results 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 results.

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

- Identify and assess the risks of material misstatement of the standalone financial results, 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' 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 financial results 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.





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Chartered Accountants

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

Materiality is the magnitude of misstatements in the standalone financial results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial results 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 results.

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.

for Venkatesh & Co

Chartered Accountants

FRN: 004636S

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CA Dasaraty V

Partner

M No: 026336

ICAI UDIN: 25026336BMIMXW5372

Chennai, 24th May 2025

Annexure I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) Submitted along-with Annual Audited Financial Results – Standalone

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2025 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications) (Rs. In Lakhs)	Adjusted Figures (audited figures after adjusting for qualifications) (Rs. In Lakhs)
	1.	Turnover / Total income	951.90	951.90
	2.	Total Expenditure	3,100.91	3,100.91
	3.	Net Profit/(Loss)	(2,149.01)	(2,149.01)
	4.	Earnings Per Share	(4.56)	(4.56)
	5.	Total Assets	12,809.50	12,809.50
	6.	Total Liabilities	11,518.24	11,518.24
	7.	Net Worth	1,291.26	1,291.26
	8.	Any other financial item(s) (as felt appropriate by the management)	-	-

II. Audit Qualification (Qualification 1)

A. Details of Audit Qualification: <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.</i>
B. Type of Audit Qualification: Qualified Opinion
C. Frequency of qualification: Repetitive



<p>D. For Audit Qualification(s) where the impact is quantified by the auditor, Management views 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.</p>
<p>E. For Audit Qualification(s) where the impact is not quantified by the auditor: NA</p>
<p>(i) Management's estimation on the impact of audit qualification: NA</p>
<p>(ii) If management is unable to estimate the impact, reasons for the same: NA</p>
<p>(iii) Auditors' Comments on (i) or (ii) above: Not Applicable</p>

III. Signatories:

- Whole Time Director

P Balamurugan
DIN: 07480881

:

- Statutory Auditor

CA Dasaraty V
Partner
M No: 026336

Venkatesh & Co.,
Chartered Accountants
FRN: 04636S

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Chennai., 24th May 2025

SPEL Semiconductor Limited
 Regd. Office: 5 CMDA, Industrial Estate, Maraimalai nagar (Chennai) 603 209
 CIN:L3220LTN1984PLC011434 eMail ID: info@spel.com Website: www.spel.com
 Statement of Audited Financial Results for the Quarter ended Mar 31, 2025

(Rs. in Lakhs)

Sno	Particulars	Quarter Ended			Year Ended	
		31.03.2025	31.12.2024	31.03.2024	31.03.2025	31.03.2024
		Audited	Unaudited	Refer Note 3	Audited	Audited
	Income					
A	Revenue from Operations	2,45.25	1,88.56	2,38.27	7,86.42	12,00.41
B	Other Income	47.11	42.75	32.52	1,65.48	1,40.96
C	Total Income	2,92.35	2,31.31	2,70.79	9,51.90	13,41.37
	Expenses					
	I. Cost of Materials Consumed	1,04.12	59.79	64.75	2,92.19	4,77.24
	II. Changes in inventories of finished goods and work in progress	1.26	1.89	(7.18)	(6.04)	1.97
	III. Employee Benefits Expense	1,69.26	74.20	61.67	3,91.28	3,94.84
	IV. Finance Cost	79.08	62.53	68.12	2,88.48	2,57.02
	V. Depreciation and Amortisation Expense	(1.77)	67.41	72.56	2,00.50	2,87.91
	VI. Power and Fuel	58.15	59.64	56.57	2,44.27	2,50.64
	VII. Other expenses	1,87.67	62.43	1,01.14	4,33.09	3,32.54
	Total expenses	5,97.76	3,87.88	4,17.63	18,43.77	20,02.16
E	Profit/ (Loss) before Exceptional items	(3,05.41)	(1,56.58)	(1,46.84)	(8,91.87)	(6,60.79)
F	Exceptional items	(5,31.77)	(3,29.20)	(2,62.39)	(12,57.14)	9,76.17
G	Profit/ (Loss) from before tax	(8,37.18)	(4,85.77)	(4,09.23)	(21,49.01)	(16,36.96)
H	Tax Expense					
	I. Current tax					
	a. Current Period	-	-	-	-	-
	b. Prior Period	-	-	-	-	-
	c. Deferred tax charge/(Credit)	(37.59)	(3.30)	66.55	(44.35)	41.78
	Total Tax expense (a+b)	(37.59)	(3.30)	66.55	(44.35)	41.78
I	Profit/ (Loss) for the year (7-8)	(7,99.59)	(4,82.47)	(4,75.78)	(21,04.66)	(16,78.74)
J	Other comprehensive income / (Loss)					
	A (i) Items that will not be reclassified to Profit or Loss	-	-	-	-	-
	(ii) Income tax relating to items that will not be reclassified to Profit or Loss	15.73	24.24	43.13	39.97	33.80
	B (i) Items that will be reclassified to Profit or Loss	-	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to Profit or Loss	-	-	-	-	-
	Other Comprehensive Income (10A+10B)	15.73	24.24	43.13	39.97	33.80
K	Total comprehensive income / (Loss) for the period	(7,83.86)	(4,58.23)	(4,32.65)	(20,64.69)	(16,44.94)
L	Paid-up Equity Share Capital (Face value of Rs 10/- Per Share)	46,11.74	46,11.74	46,11.74	46,11.74	46,11.74
	(Face value of Rs 10/- Per Share)					
M	Other Equity as per balance sheet	-	-	-	(33,20.48)	(13,03.69)
N	Earnings Per Share (EPS) of Rs 10/- each (Not annualised)					
	a) Basic	(1.73)	(1.05)	(1.03)	(4.56)	(3.64)
	b) Diluted	(1.73)	(1.05)	(1.03)	(4.56)	(3.64)



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Notes

1.The above results were reviewed in the Audit Committee and subsequently approved in the Board meeting held on May 24, 2025.

2.The Head (Operation) and wholetime Director ,based on the internal business reporting system, identified that the Company has only one segment viz. manufacture and sale of Integrated Circuits. Accordingly there are no other reportable segments in terms of Ind AS 108 'Operating Segments'.

3. The figures for the quarter ended Mar 31,2025 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the nine months ended December 31, 2024.

4. Exceptional Items consists of :

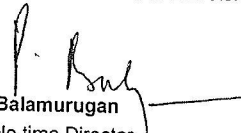
(Rs. In lacs)

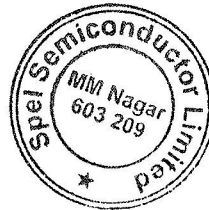
Particulars	Quarter Ended			Year Ended	
	31.03.2025	31.12.2024	31.03.2024	31.03.2025	31.03.2024
a. Credit balances written back	-	-	(84.10)	(1,85.38)	(2,98.66)
b. Inventory Written Off	5,31.77	3,29.19	3,46.49	14,42.52	12,74.83
Total	5,31.77	3,29.19	2,62.39	12,57.14	9,76.17

5. The issue of negative cash flows and incurrence of operating losses over the years highlighted by the Auditor are being addressed by restructuring of operations and infusion of necessary funds through proposed sale of surplus land in premises for which both Board and Member approval has been obtained. Company also plans to avail the Incentives offered by the Proposed India Semiconductor Mission 2.0 for Compound Semiconductor scheme towards the expansion project planned.

6. The previous period figures have been regrouped / reclassified wherever necessary to conform to current period.

For and on behalf of the Board of Directors


P Balamurugan
Whole time Director
DIN: 07480881



SPEL Semiconductor Limited

5, CMDA INDUSTRIAL ESTATE, MARAIMALAI NAGAR TN 603209 IN

CIN: L32201TN1984PLC011434

Balance Sheet as on Mar 31, 2025

(₹ in lakhs)

Particulars	Notes	31-Mar-25	31-Mar-24
Assets			
A) Non-Current Assets			
a) Property, Plant and Equipment and Intangible assets			
--- (i) Property, Plant and Equipment	4.1	23,36.96	25,54.34
--- (ii) Capital work-in-progress	4.2	11.67	11.67
b) Investment Property	4.3	48,96.42	48,96.42
c) Financial Assets			
--- (i) Security Deposits	4.4	51.09	56.57
Total Non Current Assets		72,96.14	75,19.00
B) Current Assets			
a) Inventories	4.5	23,09.06	37,25.31
b) Financial Assets			
--- (i) Trade Receivables	4.6	77.63	1,17.32
--- (ii) Cash and Cash Equivalents	4.7	0.16	0.32
c) Current Tax Assets	4.8	31.97	1,01.91
d) Other Current Assets	4.9	14.73	6.32
e) Assets held for sale	5.0	30,79.81	30,79.81
Total Current Assets		55,13.37	70,31.00
Total Assets		128,09.50	145,50.00

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SPEL Semiconductor Limited

5, CMDA INDUSTRIAL ESTATE, MARAIMALAI NAGAR TN 603209 IN

CIN: L32201TN1984PLC011434

Balance Sheet as on Mar 31, 2025

(₹ in lakhs)

Particulars	Notes	31-Mar-25	31-Mar-24
EQUITY & LIABILITIES			
A) Equity			
a) Equity Share Capital	5.1	46,11.74	46,11.74
b) Other Equity	5.2	(33,20.48)	(13,03.69)
Total Equity		12,91.26	33,08.05
B) Liabilities			
Non - Current Liabilities			
a) Financial Liabilities			
--- (i) Borrowings	5.3	20,52.72	19,60.50
--- (ii) Other financial liabilities	5.4	1,26.54	1,17.24
b) Provisions	5.5	71.32	98.13
c) Deferred tax liabilities (Net)	5.6	20,11.07	20,55.42
d) Other non-current liabilities	5.7	54.53	82.76
Total Non - Current Liabilities		43,16.18	43,14.05
Current Liabilities			
a) Financial Liabilities			
--- (i) Borrowings	5.8	10,47.42	8,29.54
--- (ii) Trade Payables			
total outstanding dues of micro and small enterprises;	5.9	31.28	1.76
total outstanding dues of creditors other than micro and small enterprises		3,21.34	4,49.10
--- (iii) Other financial liabilities	5.10	1,05.55	1,30.57
b) Other current liabilities	5.11	55,25.91	53,69.44
c) Provisions	5.12	1,70.56	1,47.50
Total Current Liabilities		72,02.06	69,27.90
Total Equity & Liabilities		128,09.50	145,50.00

The accompanying notes form an integral part of the financial statements (Note No: 3)

For and on Behalf of the Board


P Balamurugan
Director
DIN: 07480881



SPEL Semiconductor Limited
5, CMDA INDUSTRIAL ESTATE, MARAIMALAI NAGAR TN 603209 IN
CIN: L32201TN1984PLC011434

Cash Flow Statement for the Year Ended Mar 31, 2025

(₹ in lakhs)

Particulars	31-Mar-25	31-Mar-24
Cash Flows From Operating Activities:		
Profit/ (loss) for the year	(21,04.66)	(16,78.75)
Non cash & Non - operating items		
Add:		
Deferred tax	(44.35)	41.78
Depreciation & Amortisation Expenses	2,00.50	2,87.91
Bad & doubtful debts/advances provided		7.49
Prior Period adjustments	47.90	
Foreign exchange (gains)/losses	(8.53)	(9.92)
Finance costs	2,88.48	2,57.02
Less:		
Interest received	3.78	
Rent Income	1,41.51	1,40.83
Profit on sales of PPE	(16.88)	(46.28)
Cash Flow Before Working Capital changes:	(17,49.08)	(11,89.03)
Change in operating assets and liabilities		
Adjustments for changes for		
(Increase)/decrease in Inventories	14,16.26	13,32.17
(Increase)/decrease in Trade receivables	48.22	70.38
(Increase)/decrease in Other non current & current financial assets	5.48	
(Increase)/decrease in Other non current & current assets	61.53	1,03.98
Increase/(decrease) in Trade payables	(98.24)	(1,89.55)
Increase/(decrease) in Other non current & current financial liabilities	(15.72)	38.36
Increase/(decrease) in Other non current & current liabilities	1,28.25	(10,25.65)
Increase/(decrease) in Non current & current provisions	36.21	(23.94)
Cash generated from operations	(1,67.09)	(8,83.27)
Less : Income taxes paid (net of refunds)		
Net Cash Generated From Operating Activities (A)	(1,67.09)	(8,83.27)

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Cash Flow from Investing Activities:		
Purchase of PPE (including changes in CWIP)		
Advance for sale of capital asset		(29.92)
Interest received		7,70.00
Rent received	3.78	
Sale of PPE	1,41.51	1,40.83
Movement in other bank balances		
Net Cash flow used in Investing Activities (B)	1,45.29	8,80.91
Cash Flow from Financing Activities:		
Proceeds from/ (repayment of) borrowings		
Finance costs	3,10.11	2,59.31
Net Cash flow used in Financing Activities (C)	(2,88.48)	(2,57.02)
	21.63	2.29
Net Increase/(Decrease) in Cash and Cash Equivalents: (A+B+C)	(0.16)	(0.09)
Cash and cash equivalents at the beginning of the financial year	0.32	0.41
Exchange difference relating to foreign currency cash on hand		
Cash and cash equivalents at end of the year	0.16	0.32
Components of cash and cash equivalents		
Balances with banks (in current accounts)	0.13	
Cash in Hand	0.02	0.32
	0.16	0.32

1. The cash flow statement has been prepared in accordance with the requirements of Indian Accounting Standards 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, segregating between cash flows.

3. Significant cash and cash equivalent balances held by the enterprise are available for use by the company.

For and on Behalf of the Board

P. Balamurugan
P Balamurugan

Director

DIN: 07480881

