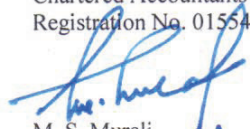


**INDEPENDENT AUDITORS' REVIEW REPORT**

To the Board of Directors of  
SPEL Semiconductor Limited

1. We have reviewed the accompanying Statement of Standalone Unaudited financial results of **SPEL Semiconductor Limited** ("the Company") for the quarter ended June 30, 2015 ("the Statement") being submitted by the Company pursuant to Clause 41 of the Listing Agreement with the stock exchange, except for the disclosures in Part II of the Statement referred to in Paragraph 5 below. This Statement (initialled by us for identification) is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement read with our comments in paragraph 4 below, prepared in accordance with the Accounting Standards specified under the Companies Act, 1956 (which are deemed to be applicable as per Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014) and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the Stock Exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement
4. In respect of quantity of 'Box stock' (classified as Work in Progress) as at June 30, 2015 aggregating to Rs.2,074.43 lakhs, we have relied upon Management representation in the absence of physical verification of such stocks during the quarter ended that date.
5. Further, we also report that we have traced the number of shares as well as the percentages of shareholdings in respect of aggregate amount of Public shareholding and the number of shares as well as the percentages of shares pledged/ encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreement and the particulars relating to the investor complaints disclosed in part II of the Statement from the details furnished by the Company/ Registrars.

For M.S. KRISHNASWAMI & RAJAN  
Chartered Accountants  
Registration No. 01554S

  
M. S. Murali  
Partner  
Membership No.26453



July 23, 2015  
Chennai