Agarwal Prakash & Co.
CHARTERED ACCOUNTANTS
508, Indra Prakash, 21, Barakhamba Road, New Delhi - 110001
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INDEPENDENT AUDITOR'S REPORT

To the Members of Spero Properties and Services Private Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Spero Properties and Services Private Limited ("the Company"), which comprise the balance sheet as at 31 March 2025, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31 March 2025, and its loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing ('SA's) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act 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 audit opinion on the Financial Statements.

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

The Company's Board of Directors is responsible for the other information. Other information 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 will 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 the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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New Delhi
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If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. Reporting under this section is not applicable as no other information is obtained at the date of this auditor's report.

Management's Responsibility for the 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 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 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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 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 control 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

AGARWAL PRAKASH & CO. CHARTERED ACCOUNTANTS FRN 005975N New Delhi to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 Financial Statement.

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.

Other Matter

The audit of financial statements for the year ended 31 March 2024 was carried out and reported by Walker Chandlok & Co LLP vide their unmodified audit report dated 23 April 2024, whose audit report has been furnished to us by the management of the Company. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

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 Act, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, 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 except for the matters stated in the paragraph h(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

(c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.

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(f) The modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) of the Act and paragraph h(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

(g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(h) 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, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2025.

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.

v. The Company has not declared and paid dividend during the year.

vi. As stated in note 51 to the financial statements and based on our examination which included test checks, the Company, in respect of financial year ended on 31 March 2025, has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility at application level as well as database level and the same has been operated throughout the year for all relevant transactions recorded in the software. However, the recording of audit trail (edit logs) can be disabled using restricted privileged rights for direct data changes at database level. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention except that the audit trail at the database level for the Company has not been preserved in the accounting software for the period from 1 April 2023 to 31 March 2024.

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(i) With respect to the matter to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Company did not pay any remuneration to its Directors during the year.

For Agarwal Prakash & Co.
Chartered Accountants
Firm's Registration No.: 005975N

AGARWAL PRAKASH & CO. ★ CHARTERED ACCOUNTANTS ★ FRN 005975N New Delhi

Aashish K Verma
Partner
Membership Number: 527886
UDIN: 25527886BPOJQK2331

Place: Delhi
Date: 27 May 2025

Annexure A to the Independent Auditor's Report

With reference to the Annexure A referred to in the Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2025, based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) In respect of the Company's Property, Plant and Equipment and Intangible assets:

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

(B) The company has no intangible assets. Accordingly, clause 3(i)(a)(B) of the order is not applicable.

(b) The property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) The Company does not have any immovable property (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, clause 3(i)(c) of the Order is not applicable.

(d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year.

(e) According to the information, explanation and representation provided to us and based on verification carried out by us, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly reporting under clause 3(i)(e) of the Order is not applicable to the Company.

(ii) (a) According to the information, explanations and representation provided to us and based on verification carried out by us, the management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification.

(b) According to the information, explanation and representation provided to us and based on verification carried out by us, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, clause 3(ii)(b) of the Order is not applicable.

(iii) According to the information, explanation and representation provided to us and based on verification carried out by us, during the year, the company has not made any investments in or has not provided any guarantee or security or has not granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, clause 3 (iii) (a) to (f) of the Order is not applicable.

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(iv) According to the information, explanation and representation provided to us and based on verification carried out by us, the Company has not entered into any transaction covered under Sections 185 and 186 of the Companies Act, 2013 in respect of the loans and investments made, and guarantees and securities provided. Accordingly, clause 3 (iv) of the Order is not applicable.

(v) According to the information, explanation and representation provided to us and based on verification carried out by us, the Company has not accepted deposits or deemed deposits to which the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the rules framed there under, are applicable. Accordingly, reporting under clause 3 (v) of the Order is not applicable to the Company.

(vi) To the best of our knowledge and as explained to us, the Central Government has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products / services. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) Undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) According to the information, explanation and representation provided to us and based on verification carried out by us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added tax, Cess on account of any dispute, which have not been deposited.

(viii) According to the information and explanations given to us and the records of the Company examined by us, there are no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961(43 of 1961) that has not been recorded in the books of accounts.

(ix) (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender. The Company does not have any borrowings from financial institutions or government.

(b) According to the information and explanations given to us including confirmations received from banks and other lenders and written representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or other lender.

(c) According to the information and explanations given to us and on the basis of our audit procedures, the Company has not obtained any term loan. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, funds raised by the Company on short term basis have not been utilised for long term purposes.

(e) According to the information and explanations given to us, and the procedures performed by us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

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(f) According to the information and explanations given to us, and the procedures performed by us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(f) of the Order is not applicable.

(x) (a) According to the information, explanation and representation provided to us and based on verification carried out by us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information, explanation and representation provided to us and based on verification carried out by us, during the year, the Company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

(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 up to the date of this report.

(c) According to the information and explanations given to us, and the procedures performed by us, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.

(xiii) According to the information and explanations given to us, and the procedures performed by us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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) According to the information and explanations given to us, and the procedures performed by us, the Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit is performed as per a planned program approved by the Board of Directors of the Company. We have considered the reports of the Internal Auditor for the year under audit, issued to the Company till date.

(xv) According to the information, explanation and representation provided to us and based on verification carried out by us, during the year, the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) (a &b)The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clause 3 (xvi) (a) and (b) of the Order is not applicable to the Company

AGARWAL PRAKASH & CO. * CHARTERED ACCOUNTANTS * FRN 005975N New Delhi (c & d) The Company is not a Core Investment Company and there are no Core Investment Companies in the Group. Accordingly, reporting under clause 3 (xvi) (c) and (d) of the Order is not applicable to the Company.

(xvii) The Company has incurred cash losses of Rs. 1,76,151.80 thousands in the current financial year 2024-25 and cash losses of Rs. 5,94,417.42 thousands during immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and 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, 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, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not 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) The Section 135 of the Companies Act, 2013 with regards to Corporate Social Responsibility are not applicable to the Company. Accordingly, clause 3(xx) of the Order is not applicable.

For Agarwal Prakash & Co.
Chartered Accountants
Firm's Registration No.: 005975N

AGARWAL PRAKASH & CO. ★ CHARTERED ACCOUNTANTS ★ FRN 005975N New Delhi

Aashish K Verma
Partner
Membership No. 527886
UDIN: 25527886BPOJQK2331

Place: Delhi
Date: 27 May 2025

Annexure B to the Independent Auditor's Report

With reference to the Annexure B referred to in the Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2025 of even date.

Independent Auditor's report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls with reference to financial statements of Spero Properties and Services Private Limited ('the Company') as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). 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 the Company's business, including adherence to 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both, issued by ICAI. 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 with reference to financial statements 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 control system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, 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 Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial controls with reference to financial statements 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 controls with reference to financial statements includes those policies and procedures that

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(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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For Agarwal Prakash & Co.
Chartered Accountants
Firm's Registration No.: 005975N

AGARWAL PRAKASH & CO. ★ CHARTERED ACCOUNTANTS ★
FRN
005975N
New Delhi

Aashish K Verma
Partner
Membership No. 527886
UDIN: 25527886BPOJQK2331

Place: Delhi
Date: 27 May 2025

Spero Properties and Services Private Limited
Balance Sheet as at 31 March 2025

(All amounts in ₹ thousands unless otherwise stated)

	Note	As at 31 March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
Property, plant and equipment	5	58.00	64.82
Investment property	6	-	7,772,553.08
Financial assets			
Loans	7	-	576,914.10
Other financial assets	8	-	495.00
Non-current tax assets (net)	9	429.04	-
Other non-current assets	10	-	3,520.07
Total of non-current assets		**487.04**	**8,353,547.07**
Current assets			
Inventories	11	7,773,026.92	-
Financial assets			
Investments	12	-	268,668.63
Cash and cash equivalents	13	281.21	1,483.72
Other financial assets	14	495.00	-
Other current assets	15	5,686.75	377.44
Total of current assets		**7,779,489.88**	**270,529.79**
Total of assets		**7,779,976.92**	**8,624,076.86**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	16	1,000.00	1,000.00
Instruments entirely equity in nature	17	3,401,150.00	3,401,150.00
Other equity	18	(1,423,360.44)	(1,248,389.48)
Total of equity		**1,978,789.56**	**2,153,760.52**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	19	-	4,948,896.36
Other financial liabilities	20	-	1,203,786.92
Deferred tax liabilities (net)	21	-	1,187.66
Total of non- current liabilities		-	**6,153,870.94**
Current liabilities			
Financial liabilities			
Borrowings	22	5,795,505.00	-
Trade payables	23		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		-	12,250.67
Other financial liabilities	24	5,646.06	297,000.00
Other current liabilities	25	36.30	196.92
Current tax liabilities (net)	26	-	6,997.81
Total of current liabilities		**5,801,187.36**	**316,445.40**
Total of liabilities		**5,801,187.36**	**6,470,316.34**
Total of equity and liabilities		**7,779,976.92**	**8,624,076.86**
Summary of material accounting policies	4		

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

This is the Balance Sheet referred to in our report of even date.

For Agarwal Prakash & Co.
Chartered Accountants
Firm's Registration Number: 005975N

AGARWAL PRAKASH & CO. ★ CHARTERED ACCOUNTANTS ★ FRN 005975N New Delhi

Aashish K Verma
Partner
Membership Number: 527886

Place: Delhi
Date: 27 May 2025

For and on behalf of the Board of Directors

Mohit Singh
Director
DIN: 10616791

Surender Kumar
Director
DIN: 10616796

Spero Properties and Services Private Limited
Statement of Profit and Loss for the year ended

(All amounts in ₹ thousands unless otherwise stated)

	Note	For the year ended 31 March 2025	For the year ended 31 March 2024
INCOME			
Other income	27	10,090.05	68,785.82
Total income		**10,090.05**	**68,785.82**
EXPENSES			
Employee benefits expense	28	84.74	1,219.01
Finance costs	29	174,026.71	629,144.15
Depreciation expense	30	6.82	5.39
Other expenses	31	12,901.43	12,664.32
Total expenses		**187,019.70**	**643,032.87**
Loss before tax		**(176,929.65)**	**(574,247.05)**
Tax expense	32		
Current tax (including earlier year)		(771.03)	13,060.62
Deferred tax charge/(credit)		(1,187.66)	1,187.66
Net loss for the year		**(174,970.96)**	**(588,495.33)**
Other comprehensive income		-	-
Total comprehensive income for the year		**(174,970.96)**	**(588,495.33)**
Earnings per equity share (face value ₹10 each)	33		
Basic and diluted (₹ per share)		(0.51)	(1.73)
Summary of material accounting policies	4		

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

This is the Statement of Profit and Loss referred to in our report of even date.

For Agarwal Prakash & Co.
Chartered Accountants
Firm's Registration Number: 005975N

AGARWAL PRAKASH & CO. CHARTERED ACCOUNTANTS FRN 005975N New Delhi

Aashish K Verma
Partner
Membership Number: 527886

Place: Delhi
Date: 27 May 2025

For and on behalf of the Board of Directors

Mohit Singh
Director
DIN: 10616791

Surender Kumar
Director
DIN: 10616796

Spero Properties and Services Private Limited
Statement of Cash Flow for the year ended

(All amounts in ₹ thousands unless otherwise stated)

	For the year ended 31 March 2025	For the year ended 31 March 2024
Cash flows from operating activities:		
Loss before tax	**(176,929.65)**	**(574,247.05)**
Adjustments for :		
Finance costs	174,026.71	629,144.15
Depreciation expense	6.82	5.39
Interest income	(4,290.41)	(61,617.19)
Gain on fair value of current investments	-	(7,115.13)
Profit on sale of current investments	(5,799.64)	(53.50)
Operating loss before working capital changes and other adjustments:	**(12,986.17)**	**(13,883.33)**
Working capital changes and other adjustments:		
Other current and non-current assets	(1,789.24)	(1,139.00)
Trade payables	(12,250.67)	5,967.93
Other current liabilities	6,115.23	(64.42)
Cash used in operating activities	**(20,910.84)**	**(9,118.82)**
Income-tax paid (net)	(6,655.82)	(6,013.87)
Net cash used in operating activities	**(27,566.66)**	**(15,132.69)**
Cash flows from investing activities:		
Purchase of property, plant and equipment	-	(70.20)
Investment in mutual funds	-	(263,200.00)
Proceeds from sale of investment in mutual funds	274,468.27	1,700.00
Loan Received back/(given) to related party (net)	450,000.00	(50,000.00)
Interest received	131,204.51	54,254.44
Net cash generated from/(used in) investing activities	**855,672.78**	**(257,315.76)**
Cash flows from financing activities:		
Proceeds from Inter-corporate borrowings	5,795,505.00	-
Repayment of Non convertible debentures	(4,950,000.00)	-
Interest paid	(1,674,813.63)	-
Net cash (used in)/ generated from financing activities	**(829,308.63)**	**-**
Net decrease in cash and cash equivalents	(1,202.50)	(272,448.45)
Cash and cash equivalents at the beginning of the year	1,483.72	273,932.17
Cash and cash equivalents at the end of the year	**281.21**	**1,483.72**
Cash and cash equivalent comprises of (refer note 13):		
Balances with banks - in current accounts	281.21	1,483.72
Bank deposits with original maturity upto three months	-	-
	281.21	**1,483.72**

This is the Statement of Cash Flow referred to in our report of even date.

For Agarwal Prakash & Co.
Chartered Accountants
Firm's Registration Number: 005975N

AGARWAL PRAKASH & CO. ★ CHARTERED ACCOUNTANTS ★ FRN 005975N New Delhi

Aashish K Verma
Partner
Membership Number: 527886

Place: Delhi
Date: 27 May 2025

For and on behalf of the Board of Directors

Mohit Singh
Director
DIN: 10616791

Surender Kumar
Director
DIN: 10616796

Spero Properties and Services Private Limited
Statement of Changes in Equity for the year ended 31 March 2025

(All amounts in ₹ thousands unless otherwise stated)

Equity share capital*

Particulars	As at 01 April 2023	Movement during the year	As at 31 March 2024	Movement during the year	As at 31 March 2025
Equity share capital	1,000.00	-	1,000.00	-	1,000.00

Instruments entirely equity in nature**

Particulars	As at 01 April 2023	Movement during the year	As at 31 March 2024	Movement during the year	As at 31 March 2025
Compulsorily convertible debentures	3,401,150.00	-	3,401,150.00	-	3,401,150.00

Other equity***

Particulars	Reserves and surplus
	Retained earnings
Balance as at 01 April 2023	**(659,894.15)**
Loss for the year	(588,495.33)
Balance as at 31 March 2024	**(1,248,389.48)**
Loss for the year	(174,970.96)
Balance as at 31 March 2025	**(1,423,360.44)**

**Refer note 16 for details.*
***Refer note 17 for details.*
****Refer note 18 for details.*

This is the statement of changes in equity referred to in our report of even date.

For Agarwal Prakash & Co.
Chartered Accountants
Firm's Registration Number: 005975N

AGARWAL PRAKASH & CO. ★ CHARTERED ACCOUNTANTS ★ FRN 005975N New Delhi

Aashish K Verma
Partner
Membership Number: 527886

Place: Delhi
Date: 27 May 2025

For and on behalf of the Board of Directors

Mohit Singh
Director
DIN: 10616791

Surender Kumar
Director
DIN: 10616796

Spero Properties and Services Private Limited
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025

1. Nature of principal activities

Spero Properties and Services Private Limited ("the Company") having CIN: U74999MH2017PTC302943 was incorporated on was incorporated on 15 December 2017 with the main objects of carrying on the business of development of real estate properties and other related and ancillary activities. The Company is domiciled in India and the registered office of the Company is located at One International Center, 10th Floor, Tower-1, Plot No. 612-613, Senapati Bapat Marg Elphinstone road, Mumbai - 400013.

2. General information and statement of compliance with Ind AS

These standalone financial statements ('financial statements') of the Company have been prepared in accordance with the Indian Accounting Standards as notified under section 133 of the Companies Act 2013 read with the Companies (Indian Accounting Standards) Rules 2015 (by Ministry of Corporate Affairs ('MCA')), as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented.

The financial statements are presented in Indian Rupees ('INR' or '₹') which is the functional currency of the Company and all values are rounded to the nearest thousands, except where otherwise indicated.

Entity specific disclosure of material accounting policies where Ind AS permits options is disclosed hereunder.

The Company has assessed the materiality of the accounting policy information which involves exercising judgements and considering both qualitative and quantitative factors by taking into account not only the size and nature of the item or condition but also the characteristics of the transactions, events or conditions that could make the information more likely to impact the decisions of the users of the financial statements.

Entity's conclusion that an accounting policy is immaterial does not affect the disclosures requirements set out in the accounting standards.

Accounting Policies have been consistently applied except where a newly-issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the Accounting Policy hitherto adopted.

The financial statements for the year ended 31 March 2025 were authorized and approved for issue by the Board of Directors on 27 May 2025. The revision to financial statements is permitted by Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of Companies Act, 2013.

Recent accounting pronouncement

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended 31 March 2025, MCA notified new accounting standard Ind AS 117- Insurance Contracts, which has no impact on the company financial statements. Further the MCA has made certain amendments to Ind AS 116- Leases, in particularly related to sale and lease back transactions, which has an applicability from 1 April 2024, and has no significant impact on financial statements.

On 7 May 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates These amendments aim to provide clearer guidance on assessing currency exchangeability and estimatin exchange rates when currencies are not readily exchangeable. The amendments are effective for annual period beginning on or after 1 April 2025. The Company is currently assessing the probable impact of these amendment on its financial statements.

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3. Basis of preparation

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Certain financial assets and financial liabilities are measured at fair value and are categorised into level 1, level 2 and level 3 based on the degree to which the inputs to the fair value measurements are observable.

4. Summary of material accounting policies

The financial statements have been prepared using the material accounting policies and measurement bases summarised below. These were used throughout all periods presented in the financial statements.

4.1 Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Companies Act 2013. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

4.2 Revenue recognition

Revenue is recognised when control is transferred and is accounted net of rebate and taxes. The Company applies the revenue recognition criteria to each nature of the revenue transaction as set out below.

Revenue from sale of properties

Revenue from sale of properties is recognized when the performance obligations are essentially complete. The performance obligations are considered to be complete when the property is ready to be transferred to the buyer (occupancy certificate received from the issuing authority) i.e. offer for possession can be issued to the buyers by issuing the possession request letter.

The Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring property to a customer, excluding amounts collected on behalf of third parties (for example, indirect taxes). The consideration promised in a contract with a customer may include fixed consideration, variable consideration (if reversal is less likely in future), or both.

For each performance obligation identified, the Company determines at contract inception whether it satisfies the performance obligation over time or satisfies the performance obligation at a point in time. If an entity does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time. A receivable is recognised by the Company when the control is transferred as this is the case of point in time recognition where consideration is unconditional because only the passage of time is required.

When either party to a contract has performed, an entity shall present the contract in the balance sheet as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment.

The costs estimates are reviewed periodically and effect of any change in such estimate is recognized in the period such changes are determined. However, when the total estimated cost exceeds total expected revenues from the contracts, the loss is recognized immediately.

Interest income

Interest income is recorded on accrual basis using the effective interest rate (EIR) method.

Revenue from facility maintenance services

Revenue from facility maintenance services is recognized on accrual basis and billed to the respective customer, on a periodic basis.

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Service income
Interest on delayed receipts, cancellation/forfeiture income and transfer fees from customers are recognized on accrual basis except in cases where ultimate collection is considered doubtful.

4.3 Property, plant and equipment (PPE)

Recognition and initial measurement
Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Subsequent measurement (depreciation and useful lives)
Depreciation on property, plant and equipment is provided on the straight-line method, computed on the basis of useful lives (as set out below) prescribed in Schedule II to the Companies Act, 2013.

Asset class	Useful life
Plant and equipment	12 - 15 years
Office equipment	5 years
Computers	3 years
Furniture and fixtures	10 years
Vehicles	8 years

The residual values, useful lives and method of depreciation of are reviewed at the end of each financial year.

De-recognition
An item of property, plant and equipment initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in statement of profit and loss when the asset is derecognised.

4.4 Intangible assets

Recognition and initial measurement
Intangible assets (softwares) are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price.

Subsequent measurement (amortisation)
The cost of capitalized software is amortized over a period four years from the date of its acquisition.

De-recognition
Intangible asset is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is derecognised.

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4.5 Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

4.6 Financial instruments

Financial assets

Recognition and initial measurement
All financial assets are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial asset is also adjusted.

Subsequent measurement

i. **Debt instruments at amortised cost** – A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

   - The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and
   - Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

   After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

ii. **Mutual funds** – All mutual funds in scope of Ind AS 109 are measured at fair value through profit and loss (FVTPL).

De-recognition of financial assets
A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities

Recognition and initial measurement – amortised cost
All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted.

Subsequent measurement – Amortised cost
Subsequent to initial measurement, all financial liabilities are measured at amortised cost using the effective interest method.

Recognition, initial and subsequent measurement – fair value
A financial liability is classified as fair value through profit and loss ('FVTPL') if it is designated as such upon initial recognition. Financial liabilities at FVTPL are measured (initial and subsequent) at fair value and net gains/losses, including any interest expense are recognised in statement of profit and loss.

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De-recognition of financial liabilities
A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.7 Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets. The Company factors historical trends and forward looking information to assess expected credit losses associated with its assets and impairment methodology applied depends on whether there has been a significant increase in credit risk.

Trade receivables
In respect of trade receivables, the Company applies the simplified approach of Ind AS 109, which requires measurement of loss allowance at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Other financial assets
In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition, if the financial asset is determined to have low credit risk at the balance sheet date.

4.8 Inventories

Land other than that transferred to real estate properties under development is valued at lower of cost or net realizable value.

Real estate properties (developed and under development) includes cost of land under development, internal and external development costs, construction costs, and development/construction materials, borrowing costs and related overhead costs and is valued at lower of cost or net realizable value.

Development rights represent amount paid under agreement to purchase land/ development rights and borrowing cost incurred by the Company to acquire irrevocable and exclusive licenses/ development rights in the identified land and constructed properties, the acquisition of which is either completed or is at an advanced stage. These are valued at lower of cost or net realisable value.

Construction/ development material is valued at lower of cost and net realisable value. Cost comprises of purchase price and other costs incurred in bringing the inventories to their present location and condition.

In case of joint development agreements, values are measured at cost, including cost of the internal and external development, construction, and development/construction materials, borrowing costs and related overhead costs

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and is valued at lower of cost or net realizable value, adjusted by the amount of any cash or cash equivalents transferred.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs of necessary to make the sale.

4.9 Employee benefits

Defined contribution plan
The Company's contribution to provident fund is charged to the statement of profit and loss or inventorized as a part of real estate project under development, as the case may be. The Company's contributions towards provident fund are deposited with the regional provident fund commissioner under a defined contribution plan.

Defined benefit plan
The Company has unfunded gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The liability recognised in the balance sheet for defined benefit plans as the present value of the defined benefit obligation (DBO) at the reporting date. Management estimates the DBO annually with the assistance of independent actuaries. Actuarial gains/losses resulting from re-measurements of the liability are included in other comprehensive income.

Other long-term employee benefits
The Company also provides benefit of compensated absences to its employees which are in the nature of long - term employee benefit plan. Liability in respect of compensated absences becoming due and expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method as on the reporting date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recorded in the statement of profit and loss in the year in which such gains or losses arise.

Short-term employee benefits
Short-term employee benefits comprise of employee costs such as salaries, bonus etc. is recognized on the basis of the amount paid or payable for the period during which services are rendered by the employee.

4.10 Provisions, contingent liabilities and contingent assets

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

4.11 Investment property

Investment property under development represents expenditure incurred in respect of capital projects and are carried at cost. Cost includes land, related acquisition expenses, development/construction costs, borrowing costs capitalised and other direct expenditure.

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4.12 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is necessary to complete and prepare the asset for its intended use or sale. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss as incurred.

4.13 Significant management judgement and estimates in applying accounting policies

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the related disclosures.

Significant management judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Recoverability of advances/receivables – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Classification of leases – The Company enters into leasing arrangements for various premises. The assessment (including measurement) of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/terminate etc. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

Significant estimates

Revenue and inventories – The estimates around total budgeted cost i.e. outcomes of underlying construction and service contracts, which further require assessments and judgements to be made on changes in work scopes, claims and other payments to the extent they are probable and they are capable of being reliably measured. For the purpose of making estimates for claims, the Company used the available contractual and historical information. The estimates of the saleable area are also reviewed periodically and effect of any changes in such estimates is recognised in the period such changes are determined.

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utilisation of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

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Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

(This space has been intentionally left blank)

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(All amounts in ₹ thousands unless otherwise stated)

5 Property, plant and equipment

Particulars	Computers	Total
Gross block		
Balance as at 01 April 2023	-	-
Additions	70.21	70.21
Balance as at 31 March 2024	70.21	70.21
Additions	-	-
Balance as at 31 March 2025	70.21	70.21
Accumulated depreciation		
Balance as at 01 April 2023	-	-
Charge for the year	5.39	5.39
Balance as at 31 March 2024	5.39	5.39
Charge for the year	6.82	6.82
Balance as at 31 March 2025	12.21	12.21
Net block		
Balance as at 31 March 2024	64.82	64.82
Balance as at 31 March 2025	58.00	58.00

Notes:

i) There are no contractual commitments with respect to property, plant and equipment.

6 Investment property

Investment property under Development

Particulars	Land and related development rights	Total
Gross carrying amount		
At 01 April 2023	7,772,553.08	7,772,553.08
Additions	-	-
Disposals/assets written off	-	-
Balance as at 31 March 2024	7,772,553.08	7,772,553.08
Balance as at 1 April 2024	7,772,553.08	7,772,553.08
Additions	-	-
Deletions/transfer to inventory*	7,772,553.08	7,772,553.08
Balance as at 31 March 2025	-	-

Ageing schedule of investment property

(₹ in thousands)

31 March 2025	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Investment property under development (Projects in progress temporarily suspended)	-			-	-

(₹ in thousands)

31 March 2024	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Investment property under development (Projects in progress temporarily suspended)	-		347,298.40	7,425,254.68	7,772,553.08

* During the financial year ended March 31, 2025, the Company reassessed the intended use of a property, previously classified as investment property. Initially held with the intention to develop it to earn leasing income, now the Company is planning to commence substantial development of the property with a view to sale.

In accordance with paragraph 57(b) of Ind AS 40 – Investment Property, the property no longer meets the definition of investment property. Consequently, it has been reclassified to inventory as per the requirements of the standard.

The reclassification was made at the carrying amount of the property on the date of change in use, which now represents the cost of inventory under Ind AS 2 – Inventories. Subsequent measurement will be at the lower of cost and net realizable value.

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Spero Properties and Services Private Limited
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025

(All amounts in ₹ thousands unless otherwise stated)

	As at 31 March 2025	As at 31 March 2024
7 Loans-non current*		
Particulars		
(Unsecured, considered good)		
Loan to related parties** (refer note 36)	-	450,000.00
Interest accrued but not due on loans to related parties (refer note 36)	-	126,914.10
	-	**576,914.10**

*The Company does not have any loans which are either credit impaired or where there is significant increase in credit.
**The Company has given loan to related party soley for the purpose of conduct of its business and general corporate purposes, repayable on 10 March 2026. The rate of interest is 12% per annum (31 March 2024: 12% per annum). During the financial year 2024-25 the company had repaid loan .

	As at 31 March 2025	As at 31 March 2024
8 Non-current other financial assets		
(Unsecured-considered good)		
Security deposits	-	495.00
	-	**495.00**
9 Non-current tax assets (net)		
Advance income tax, including tax deducted at source	429.04	-
	429.04	**-**
10 Other non-current assets		
Balances with statutory authorities	-	3,520.07
	-	**3,520.07**
11 Inventories		
Real estate properties - under development (at cost)		
Cost of properties under development	7,773,026.92	-
	7,773,026.92	**-**
12 Investments		
Investments in mutual funds -quoted*		
31 March 2025: Nil (31 March 2024: Units: 71,089.85, NAV: ₹ 3,779.28 SBI Mutual Fund	-	268,668.63
	-	**268,668.63**
Aggregagte amount and market value of quoted investments	-	**268,668.63**
*These are investments in mutual funds and are measured through profit and loss.		
13 Cash and cash equivalents		
Balances with banks in current accounts	281.21	1,483.72
Bank deposits with original maturity upto three months	-	-
	281.21	**1,483.72**
14 Current other financial assets		
(Unsecured-considered good)		
Security deposits	495.00	-
	495.00	**-**
15 Other current assets		
Prepaid expenses	-	33.14
Advance to service providers	-	344.30
Balances with statutory and government authorities	5,686.75	-
	5,686.75	**377.44**

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	As at 31 March 2025	As at 31 March 2024
16 Equity share capital		
Authorised		
100,000 (31 March 2024: 100,000) equity shares of ₹ 10 each	1,000.00	1,000.00
	1,000.00	**1,000.00**
Issued, subscribed and fully paid-up		
100,000 (31 March 2024: 100,000) equity shares of ₹ 10 each fully paid up	1,000.00	1,000.00
	1,000.00	**1,000.00**

Notes:

i) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year:

Particulars	Authorised equity share capital		Issued equity share capital	
	Number of shares	Amount	Number of shares	Amount
As at 1 April 2023	100,000	1,000.00	100,000	1,000.00
Issued during the year	-	-	-	-
As at 31 March 2024	100,000	1,000.00	100,000	1,000.00
Issued during the year	-	-	-	-
As at 31 March 2025	**100,000**	**1,000.00**	**100,000**	**1,000.00**

ii) Shareholders holding more than 5% of equity shares and shares held by Holding Company:

Name of the shareholder	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% holding	Number of shares	% holding
Equinox India Infraestate Limited (formerly Indiabulls Infraestate Limited)*	100,000	100%	-	0%
BREP Asia SG L&T Holding (NQ) Pte Ltd	-	-	98,892	98.89%

***including nominee shares**

iii) Disclosure of Shareholding of Promoters

Disclosure of shareholding of promoters as at 31 March 2025 is as follows :

Promoter Name	Share Held by Promoters				
	As at March 31, 2025		As at March 31, 2024		
	Number of shares	% Total of Shares	Number of shares	% Total of Shares	% Change during the year
Equinox India Infraestate Limited (formerly Indiabulls Infraestate Limited)	100,000.00	100%	-	-	100%
BREP Asia SG L&T Holding (NQ) Pte Limited	-	-	98,892.00	98.89%	-98.89%
BREP Asia SBS L&T Holding (NQ) Ltd	-	-	943.00	0.94%	-0.94%
BREP VIII SBS L&T Holding (NQ) Limited	-	-	165.00	0.16%	-0.16%
Total	**100,000.00**	**100%**	**100,000.00**	**100.00%**	-

iv) Rights, entitlement and obligations of different classes of equity shares:

The holders of equity shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

In the event of liquidation of the Company, all preferential amounts, if any, shall be discharged by the Company. The remaining assets of the Company shall be distributed to the holders of equity shares in proportion to the number of shares held to the total equity shares outstanding as on that date. All shares rank equally with regard to the Company's residual assets.

v) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

The Company has not made any buy-back of shares, nor there has been an issue of shares by way of bonus share or issue of share pursuant to contract without payment being received /paid in cash during the period of five years immediately preceding the reporting date.

vi) Subsequent to year-end, the Board of Directors of the Company has given their consent to enter into a share purchase agreement to transfer all securities of the Company to a third party.

	As at 31 March 2025	As at 31 March 2024
17 Instruments entirely equity in nature		
34,011,500 (31 March 2024: 34,011,500) compulsorily convertible debentures of ₹ 100 each	3,401,150.00	3,401,150.00
	3,401,150.00	**3,401,150.00**

Notes:

i) Reconciliation of the number of compulsorily convertible debentures outstanding at the beginning and at the end of the year:

Particulars	Number of debentures	Amount
As at 1 April 2023	**34,011,500**	**3,401,150.00**
Issued during the year	-	-
As at 31 March 2024	**34,011,500**	**3,401,150.00**
Issued during the year	-	-
As at 31 March 2025	**34,011,500**	**3,401,150.00**

ii) Compulsorily convertible debentures holders holding more than 5% of debentures and debentures held by Holding Company:

Name of the debenture holder	As at 31 March 2025		As at 31 March 2024	
	Number of debentures	% holding	Number of debentures	% holding
Equinox India Infraestate Limited (formerly Indiabulls Infraestate Limited)	34,011,500	100%	-	0.00%
BREP Asia SG L&T Holding (NQ) Pte Ltd	-	0.00%	33,634,789	98.89%

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iii) Details of promoter holding compulsorily convertible debentures

Promoter Name	Debentures Held by Promoters				
	As at March 31, 2025		As at March 31, 2024		
	Number of debentures	% Total of debentures	Number of debentures	% Total of debentures	% Change during the year
Equinox India Infraestate Limited (formerly Indiabulls Infraestate Limited)	34,011,500.00	100%	-	-	100%
BREP Asia SG L&T Holding (NQ) Pte Limited	-	-	33,634,789.00	98.89%	-98.89%
Total	**34,011,500.00**	**100%**	**34,011,500.00**	**100.00%**	-

iv) **Terms and restrictions attached to compulsorily convertible debentures**
During the year ended 31 March 2020, the Company had issued 34,011,500 unsecured compulsorily convertible debentures ("CCDs") of face value ₹ 100 each aggregating to ₹ 3,401,150.00 thousand. Every 1,000 CCDs of ₹ 100 each shall convert into 10,000 equity shares having a face value of ₹ 10 each at any time post five years from the date of issue. These CCDs does not carry any coupon and are interest free.

v) Subsequent to year-end, the Board of Directors of the Company has given their consent to enter into a share purchase agreement to transfer all securities of the Company to a third party.

18 Other equity

Reserves and surplus		
Retained earnings		
Balance at the beginning of the year	(1,248,389.48)	(659,894.15)
Add: loss during the year	(174,970.96)	(588,495.33)
Balance at the end of the year	**(1,423,360.44)**	**(1,248,389.48)**
Total of other equity	**(1,423,360.44)**	**(1,248,389.48)**

Retained earnings:
Retained earnings are created from the statement of profit and loss of the Company, as adjusted for distributions to owners, transfers to other reserves, etc.

19 Borrowings - non-current

Unsecured		
Non convertible debentures	-	4,948,896.36
	-	**4,948,896.36**

A. Details of securities, repayment and interest of unsecured loans:

I. For non convertible debentures ₹ 4,950,000.00 thousand (listed on wholesale debt market segment of BSE Limited), outstanding amount ₹Nil (31 March 2024: 4,950,000.00 thousand)

a) **Security**
No security had been provided for the above non convertible debentures.

b) **Repayment terms and interest rate**
These debentures are repayable after 10 years from the date of issue. Interest is payable on annual basis from 31 March 2025. Interest rate is 6% per annum. The debentures are redeemable at a premium.

c) There were no defaults in interest payment and redemption of non convertible debentures.

B. Reconciliation of liabilities arising from financing activities pursuant to Ind AS 7 - Statement of cash flows
The changes in the Company's liabilities arising from financing activities can be classified as follows:

Particulars	Non current borrowings	Other financial liabilities: non-current (interest accrued)	Other financial liabilities: current (interest accrued)	Total
Balance as at 01 April 2023	4,948,751.18	871,979.15	-	5,820,730.33
Interest expense	-	331,807.75	297,000.00	628,807.75
Non cash adjustments	145.18	0.02	-	145.20
Balance as at 31 March 2024	4,948,896.36	1,203,786.92	297,000.00	6,449,683.28
Payment of non current borrowings	(4,950,000.00)	(1,203,786.92)	(297,000.00)	(6,450,786.92)
Interest expense	172,889.93	-	-	172,889.93
Interest paid	(172,889.93)	-	-	(172,889.93)
Non cash adjustments	1,103.64	-	-	1,103.64
Balance as at 31 March 2025	-	-	-	-

20 Other financial liabilities - non-current

Interest accrued but not due on borrowings (refer note 36)	-	1,203,786.92
	-	**1,203,786.92**

21 Deferred tax liabilities (net)

Deferred tax liabilities	-	1,187.66
	-	**1,187.66**

Caption wise movement in deferred tax liabilities as follows:

Particulars	01 April 2024	Recognised in other comprehensive income	Recognised in statement of profit and loss	31 March 2025
Liabilities				
Investments in mutual funds recognised at fair value	1,187.66	-	(1,187.66)	-

Caption wise movement in deferred tax liabilities as follows:

Particulars	01 April 2023	Recognised in other comprehensive income	Recognised in statement of profit and loss	31 March 2024
Liabilities				
Investments in mutual funds recognised at fair value	-	-	1,187.66	1,187.66

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22 Borrowings - current

Unsecured		
Loan from related party (refer note 36)	5,795,505.00	-
	5,795,505.00	**-**

Repayment terms and rate of interest:

This loan does not carry any coupon and are interest free and repayable on demand.

23 Trade payables*

Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	-	12,250.67
	-	**12,250.67**

Note:

Trade payables ageing as at 31 March 2025

Particulars	Outstanding for the year ended 31 March 2025				
	Less than 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Other than MSME	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Other than MSME	-	-	-	-	-

Trade payables ageing as at 31 March 2024

Particulars	Outstanding for the year ended 31 March 2024				
	Less than 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Other than MSME	9,102.43	1,399.94	1,399.94	348.36	12,250.67
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Other than MSME	-	-	-	-	-

***Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006") as at 31 March 2025 and 31 March 2024.**

	Particulars	As at 31 March 2025	As at 31 March 2024
i)	the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	Nil	Nil
ii)	the amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
iii)	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	Nil	Nil
iv)	the amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
v)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	Nil	Nil

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

24 Other financial liabilities

Interest accrued but not due on borrowings (refer note 36)	-	297,000.00
Other expenses payables:-		
from related party	5,031.19	-
from others	614.87	-
	5,646.06	**297,000.00**

25 Other current liabilities

Payable to statutory authorities	36.30	196.92
	36.30	**196.92**

26 Current tax liabilities (net)

Provision for current tax liabilities	-	6,997.81
	-	**6,997.81**

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Spero Properties and Services Private Limited
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025

(All amounts in ₹ thousands unless otherwise stated)

	For the year ended 31 March 2025	For the year ended 31 March 2024
27 Other income		
Interest income		
on loan to related party	4,290.41	52,625.28
on bank deposits	-	8,991.91
on income-tax refund	-	-
Other non operating revenue		
Profit on sale of current investments	5,799.64	53.50
Gain on fair value of current investments	-	7,115.13
	10,090.05	**68,785.82**
28 Employee benefits expense		
Salaries and wages	82.37	1,189.36
Contribution to provident fund	2.37	28.50
Staff welfare expenses	-	1.15
	84.74	**1,219.01**
29 Finance costs		
Interest on borrowings	172,889.93	628,807.75
Interest on statutory dues	-	336.40
Other borrowing costs	1,136.78	-
	174,026.71	**629,144.15**
30 Depreciation expense		
Depreciation on property, plant and equipment	6.82	5.39
	6.82	**5.39**
31 Other expenses		
Legal and professional	11,198.56	2,815.45
Insurance expense	-	33.84
Auditor's remuneration (refer note 34)	885.00	1,484.00
Rates and taxes	785.44	8,149.53
Advertising expenses	29.64	118.56
Travelling and conveyance expenses	-	59.48
Miscellaneous expenses	2.79	3.46
	12,901.43	**12,664.32**

32 Tax expense

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Current tax (including earlier years)	(771.03)	13,060.62
Deferred tax charge/(credit)	(1,187.66)	1,187.66
Income tax expense reported in the Statement of Profit or Loss	**(1,958.69)**	**14,248.28**

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 27.82% (31 March 2024: 27.82%) and the reported tax expense in the statement of profit and loss are as follows:

Reconciliation of tax expense and the accounting profit multiplied by India's tax rate		
Loss before tax	(176,929.65)	(574,247.05)
Accounting loss before income tax	**(176,929.65)**	**(574,247.05)**
At India's statutory income tax rate of 27.82% (31 March 2024:	(49,221.83)	(159,755.53)
Tax effect of amounts which are not deductible (taxable) in		
Tax impact of unrecognised deferred tax on expenses allowed on	(48,097.98)	(174,934.32)
Tax impact due to items on which income tax is charged at differe	(645.50)	(791.91)
Tax impact of earlier year items	(189.33)	(138.58)
Tax expense	**(1,958.69)**	**14,248.28**

The Company has decided not to recognise deferred tax asset on unabsorbed business losses in the absence of probability of realisation of deferred tax asset in the near future.

Unrecognised deferred tax assets	As at 31 March 2025	As at 31 March 2024
Unabsorbed business losses	1,494,629.17	1,321,739.24
Unrecognised deferred tax on above	415,805.83	367,707.86

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33 Earnings per share

Earnings per share ('EPS') is determined based on the net profit/(loss) attributable to the shareholders of the Company. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

The following table sets forth the computation of basic and dilutive earnings per share:

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Net loss for the year attributable to equity shareholders	(174,970.96)	(588,495.33)
Nominal value of equity share (₹)	10.00	10.00
Total number of equity shares outstanding at the beginning of the year	100,000	100,000
Total number of compulsorily convertible debentures outstanding at the beginning of the	34,011,500	34,011,500
Total number of equity shares outstanding at the end of the year	100,000	100,000
Total number of compulsorily convertible debentures outstanding at the end of the year*	34,011,500	34,011,500
Weighted average number of shares and compulsorily convertible debentures considered for calculation of basic and diluted earning per share	340,215,000	340,215,000
Earning per share - basic and diluted (₹)	(0.51)	(1.73)

*The Company had issued compulsorily convertible debentures which are expected to be converted into equity shares in the ratio of 1,000 CCDs : 10,000 equity shares, which are considered in calculation of basic earning per share.

34 Auditor's remuneration*

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
For audit fees (statutory audit and limited reviews)	885.00	1,400.00
For reimbursement of expenses	-	84.00
	885.00	**1,484.00**

**Excluding taxes*

35 Segment information

The Company's primary business segment is reflected based on principal business activities carried on by the Company i.e. development of real estate projects and all other related activities, which as per Ind AS 108 on 'Operating Segments' is considered to be the only reportable business segment. The Company derives its major revenues from construction and development of real estate projects and its customers are widespread. The Company is operating in India which is considered as a single geographical segment.

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(All amounts in ₹ thousands unless otherwise stated)

36 Related party transactions

i) Names of related parties and description of relationship

A Ultimate Holding company

Embassy Developments Limited (formerly Equinox India Development Limited and earlier Indiabulls Real Estate Limited) (From 22 May 2024)

B Holding company

Equinox India Infraestate Limited (formerly Indiabulls Infraestate Limited) (from 22 May 2024)
BREP Asia SG L&T Holding (NQ) Pte Limited (till 21 May 2024)

C Key management personnel*

Mr. Akshay Rajkumar Sharma : Company Secretary (till 21 May 2024)

D Fellow subsidiary companies*

Mariana Infrastructure Limited (till 21 May 2024)

E Investing entities

BREP Asia SBS L&T Holding (NQ) Limited (till 21 May 2024)
BREP VIII SBS L&T Holding (NQ) Limited (till 21 May 2024)

(With whom transactions have taken place during the current and previous year)

ii) Related party transactions

The following is a summary of related party transactions (refer note 1 below)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Loan given:		
Mariana Infrastructure Limited	-	69,000.00
Loan received back from:		
Mariana Infrastructure Limited	450,000.00	19,000.00
Interest expense on borrowings taken :		
Equinox India Infraestate Limited (formerly Indiabulls Infraestate Limited) (from 22 May 2024)	152,911.53	-
Embassy Developments Limited (formerly Equinox India Development Limited and earlier Indiabulls Real Estate Limited) (From 22 May 2024)	19,978.39	-
BREP Asia SG L&T Holding (NQ) Pte Ltd	-	621,890.87
BREP Asia SBS L&T Holding (NQ) Limited	-	5,910.79
BREP VIII SBS L&T Holding (NQ) Limited	-	1,006.09
Interest income:		
Mariana Infrastructure Limited	4,290.41	52,625.28
Remuneration paid to KMP's:		
Short term benefits:		
Mr. Akshay Rajkumar Sharma (refer note 2 below)	82.37	1,189.36
Reimbursement of expenses		
Equinox India Infraestate Limited (formerly Indiabulls Infraestate Limited)	50.22	-
Inter-corporate loans taken		
Citra Properties Limited	5,795,725.00	-
Inter-corporate loans repaid		
Citra Properties Limited	220.00	-

iii) Related party balances as at year end (refer note 1 below)

Particulars	For the year ended 31 March 2025	For the year ended 31 March 2024
Loan given:		
Mariana Infrastructure Limited	-	450,000.00
Non convertible debentures:		
BREP Asia SG L&T Holding (NQ) Pte Ltd	-	4,894,000.00
BREP Asia SBS L&T Holding (NQ) Ltd	-	47,000.00
BREP VIII SBS L&T Holding (NQ) Ltd	-	9,000.00
Instruments entirely equity in nature (compulsorily convertible debentures):		
Equinox India Infraestate Limited (formerly Indiabulls Infraestate Limited) (from 22 May 2024)	3,401,150.00	-
BREP Asia SG L&T Holding (NQ) Pte Ltd	-	3,363,478.90
BREP Asia SBS L&T Holding (NQ) Ltd	-	32,062.60
BREP VIII SBS L&T Holding (NQ) Ltd	-	5,608.50
Interest accrued on borrowings:		
BREP Asia SG L&T Holding (NQ) Pte Ltd	-	1,484,011.39
BREP Asia SBS L&T Holding (NQ) Limited	-	14,190.68
BREP VIII SBS L&T Holding (NQ) Limited	-	2,584.84

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Spero Properties and Services Private Limited

Summary of material accounting policies and other explanatory information for the year ended 31 March 2025

Interest accrued on loan given:		
Mariana Infrastructure Limited	-	126,914.10
Other payables		
Equinox India Infraestate Limited (formerly Indiabulls Infraestate Limited)	50.22	-
Inter-corporate loans taken		
Citra Properties Limited	5,795,505.00	-

Note 1:The Company's related party transactions during the year ended 31 March 2025 and 31 March 2024 are with its fellow subsidiary and Ultimate and Holding Company with whom the Company generally enters into transactions which are at arms length and in the ordinary course of business.

Note 2: This does not include any post-employment and other long-term benefits.

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(All amounts in ₹ thousands unless otherwise stated)

37 Fair value measurement

i) Fair value hierarchy

Financial assets and financial liabilities measured at fair value in the financial statements are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for financial instruments.

Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly

Level 3: unobservable inputs for the asset or liability.

ii) Financial assets and financial liabilities measured at fair value – recurring fair value measurements

Particulars	As at 31 March 2025			
	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through profit and loss				
Investments- mutual fund	-	-	-	-
Total	-	-	-	-

Financial assets and financial liabilities measured at fair value – recurring fair value measurements

Particulars	As at 31 March 2024			
	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through profit and loss				
Investments- mutual fund	268,668.63	-	-	268,668.63
Total	**268,668.63**	-	-	**268,668.63**

iii) Valuation process and technique used to determine fair value

Specific valuation techniques used to value financial instruments include - use of net asset value for mutual funds on the basis of the statement received from investee party

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38 Financial instruments - risk management

i) Financial instruments by category

Particulars	As at 31 March 2025		As at 31 March 2024	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets measured at amortized cost*				
Cash and cash equivalents	281.21	281.21	1,483.72	1,483.72
Loans	-	-	576,914.10	576,914.10
Other financial assets	495.00	495.00	495.00	495.00
Financial assets measured at fair value through profit and loss				
Investments**	-	-	268,668.63	268,668.63
Total	**776.21**	**776.21**	**847,561.45**	**847,561.45**
Financial liabilities measured at amortized cost				
Borrowings	5,795,505.00	5,795,505.00	4,948,896.36	4,948,896.36
Trade payables	-	-	12,250.67	12,250.67
Other financial liabilities	5,646.06	5,646.06	1,500,786.92	1,500,786.92
Total	**5,801,151.06**	**5,801,151.06**	**6,461,933.95**	**6,461,933.95**

* These are current financial assets and carrying values are best approximate fair values.

** These investments are measured at fair value.

(ii) Risk management

The Company's activities expose it to credit risk, liquidity risk and market risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents and other financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk

i) Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: Moderate credit risk

C: High credit risk

Asset group	Basis of categorisation	Provision for expenses credit loss
A. Low credit risk	Cash and cash equivalents, investments, loans and other financial assets	12 month expected credit loss

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Assets under credit risk –

Credit rating	Particulars	As at 31 March 2025	As at 31 March 2024
A: Low credit risk	Cash and cash equivalents, loans, investments and other financial assets	776.21	847,561.45

ii) Concentration of financial assets

Loans and security deposits majorly represents money advanced for business purposes.

Credit risk exposure

b) Provision for expected credit losses

The Company provides for expected credit loss based on 12 month expected credit loss mechanism for loans and other financial assets.
As per the management assessment, the Company does not need to provide for expected credit loss on any of the financial assets as the Company does not expect any loss.

Expected credit loss for loans and other financial assets

Loans and other financial assets measured at amortised cost includes loans to related parties and security deposits. Credit risk related to these financial assets is managed by monitoring the recoverability of such amounts continuously. Credit risk is considered low because loans are given to related parties and in case of security deposits, the Company is in possession of the underlying asset.

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B Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

As at 31 March 2025	Less than 1 year	1-5 years	Above 5 years	Total
Non-derivatives				
Borrowings (including interest accrued)	5,795,505.00	-	-	5,795,505.00
Trade payables	-	-	-	-
	5,795,505.00	-	-	**5,795,505.00**

As at 31 March 2024	Less than 1 year	1-5 years	Above 5 years	Total
Non-derivatives				
Borrowings (including interest accrued)	297,000.00	1,203,786.92	4,950,000.00	6,450,786.92
Trade payables	12,250.67	-	-	12,250.67
	309,250.67	**1,203,786.92**	**4,950,000.00**	**6,463,037.59**

C Market risk

a) Interest rate risk

Liabilities

The Company has only fixed rate borrowings which are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Assets

The Company's fixed deposits are carried at fixed rate and hence not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

b) Price risk

The Company's exposure to price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

Sensitivity

Profit and loss and equity is sensitive to higher/lower prices of instruments presented as follows -

Particulars	31 March 2025	31 March 2024
Mutual funds		
Price increase by (2%) - FVTPL instrument	-	5,373.37
Price decrease by (2%) - FVTPL instrument	-	(5,373.37)

39 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value and safeguard the Company's ability to continue as a going concern.

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company's capital structure mainly constitutes debt. The Company's capital structure is influenced by the changes in regulatory framework, government policies, available options of financing and the impact of the same on the liquidity position.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, including interest-bearing borrowings less cash and cash equivalents. Total equity comprises all components of equity.

The Company's adjusted net debt to equity ratio is analysed as follows:

Particulars	31 March 2025	31 March 2024
Total borrowings (including interest accrued)	5,795,505.00	6,449,683.28
Less: Cash and cash equivalents	(281.21)	(1,483.72)
Adjusted net debt	**5,795,223.79**	**6,448,199.56**
Total equity	1,978,789.56	2,153,760.52
Adjusted net debt to total equity ratio	**2.93**	**2.99**

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AGARWAL PRAKASH & CO. FRN 005975N New Delhi CHARTERED ACCOUNTANTS

Spero Properties and Services Private Limited
Summary of material accounting policies and other explanatory information for the year ended 31 March 2025

(All amounts in ₹ thousands unless otherwise stated)

Note - 40

Details with respect to the Benami properties:

No proceedings have been initiated or pending against the entity under the Benami Transactions (Prohibitions) Act, 1988 for the year ended 31 March 2025 and 31 March 2024.

Note - 41

Undisclosed income

There is no such income which has not been disclosed in the books of accounts. No such income is surrendered or disclosed as income during the year ended 31 March 2025 and 31 March 2024 in the tax assessments under Income Tax Act, 1961.

Note - 42

Details of Crypto Currency or Virtual Currency

Profit or loss on transactions involving Crypto currency or Virtual Currency	No such transaction has taken place during the year ended 31 March 2025 and 31 March 2024.
Amount of currency held as at the reporting date	No such transaction has taken place during the year ended 31 March 2025 and 31 March 2024.
Deposits or advances from any person for the purpose of trading or investing in Crypto Currency / virtual currency	No such transaction has taken place during the year ended 31 March 2025 and 31 March 2024.

Note - 43

Ratio Analysis

The following are analytical ratios for the year ended 31 March 2025 and 31 March 2024

Particulars	Numerator	Denominator	31-Mar-25	31-Mar-24	Variances(%)
Current Ratio**	Current Assets	Current Liabilities	1.34	0.85	56.86
Debt Equity Ratio#	Total Debts	Shareholder's Equity	2.93	2.30	27.46
Debt Service Coverage Ratio$	Earnings available for debt services	Debt Service	(0.00)	0.09	(100.65)
Return on Equity (ROE)###	Net Profit After Taxes	Average Share holder's Equity	(0.08)	(0.24)	(64.78)
Inventory Turnover Ratio*	Cost of goods sold/sales	Average Inventory	NA	NA	NA
Trade Receivable turnover ratio*	Revenue	Average Trade Receivable	NA	NA	NA
Trade Payable turnover ratio*	Purchase of services and other expenses	Average Trade Payable	NA	NA	NA
Net Capital Turnover Ratio*	Revenue	Working Capital	NA	NA	NA
Net profit ratio*	Net profit	Revenue	NA	NA	NA
Return of Capital Employed (ROCE)$$	Earning before interest taxes	Capital Employed	(0.00)	0.49	(100.30)
Return on investment$$$	Income generated from Investment	Time Weighted Average investment	NA	NA	NA

Reasons for Variance for more then 25% from Previous year:-

* *Due to increase in current assets

Due to decrease in sharehlder's equity

$ Due to repayment of debt during the current year

Due to decrease in losses in current year

$$ Decrease is on account of decrease in EBDITA

$$$ Since this is not an investment company.

***Following ratios are not applicable in view of the fact that either numerator or denominator does not have any value:**

Trade receivables turnover ratio, Trade payables turnover ratio, Net capital turnover ratio, Net profit ratio and Inventory turnover ratio .

Note - 44

Wilful Defaulter:

No bank or financial institution has declared the company as "Wilful defaulter" during the year ended 31 March 2025 and 31 March 2024.

Note - 45

Details in respect of Utilization of Borrowed funds and share premium

Particulars	Description
Transactions where an entity has provided any advance, loan, or invested funds to any other person (s) or entity/ entities, including foreign entities.	No such transaction has taken place during the year ended 31 March 2025 and 31 March 2024.
Transactions where an entity has received any fund from any person (s) or entity/ entities, including foreign entity.	No such transaction has taken place during the year ended 31 March 2025 and 31 March 2024.

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Note - 46

Relationship with Struck off Companies:

No transaction has been made with the company struck off under section 248 of The Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2025 and 31 March 2024.

Note - 47

Registration of charges or satisfaction with Registrar of Companies:

All applicable cases where registration of charges or satisfaction is required with Registrar of Companies have been done. No registration or satisfaction is pending for the year ended 31 March 2025 and 31 March 2024.

Note - 48

Compliance with number of layers of companies:

The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 and no layers of companies has been established beyond the limit prescribed as per above said section / rules.

Note - 49

Loan or advances granted to the promoters, directors and KMPs and the related parties:

No loan or advances in the nature of loans are granted to the promoters, directors, key managerial persons and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, during the year ended 31 March 2025 and 31 March 2024, that are:

(a) repayable on demand or
(b) without specifying any terms or period of repayment

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Note – 50
Contingent liabilities and commitments

There are no contingent liabilities and commitments during the year ended 31 March 2025 and 31 March 2024.

Note – 51
Audit trail

As per the Ministry of Corporate Affairs (MCA) notification, proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, for the financial year commencing 01 April 2023, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The interpretation and guidance on what level edit log and audit trail needs to be maintained evolved during the year and continues to evolve.

The Company has used accounting software for maintaining its books of account for the year, which has feature of recording audit trail (edit log) facility at application level as well as database level and the same has operated throughout the year for all relevant transactions recorded in the software. Recording of audit trail (edit logs) can be disabled using restricted privileged rights for direct data changes at database level. Since the company has other necessary controls in place, which are operating effectively, this feature will not adversely impact its data and audit log retention directly at database level.

Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention except that the audit trail at the database level for the Company has not been preserved in the accounting software for the period from 1 April 2023 to 31 March 2024.

Note – 52
Business Combination of Ultimate holding company

The Hon'ble National Company Law Appellate Tribunal, New Delhi Bench ("NCLAT"), on 7 January 2025, approved the scheme of amalgamation of Nam Estates Private Limited ("NAM") and Embassy One Commercial Property Developments Private Limited ("EOCPDPL") with Embassy Developments Limited ("EDL") (formerly known as Equinox India Developments Limited and earlier Indiabulls Real Estate Limited) and their respective shareholders and creditors ("Scheme") pursuant to sec 230 to 232 of the Companies Act, 2013, and other applicable provisions of the Act, read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. Pursuant to the NCLAT Order, EDL and NAM have filed the certified true copy of the court order with the respective jurisdictional Registrar of Companies on 24 January 2025, thereby giving effect to the scheme ("Effective Date").

Subsequent to the scheme becoming effective, a few of the current NAM shareholders, namely JV Holding Private Limited (JVHPL), four individuals, and two other entities (referred to as the "Promoter/Promoter Group"), became the largest shareholders of the EDL, the company's ultimate holding company.

Note – 53
Other matters

a. The Company has not entered into any derivative instrument during the year. The Company does not have any foreign currency exposures towards receivables, payables or any other derivative instrument that have not been hedged.

b. In respect of amounts as mentioned under Section 125 of the Companies Act, 2013, there were no dues required to be credited to the Investor Education and Protection Fund as at 31 March 2025 and 31 March 2024.

c. In the opinion of the Board of Directors, all current assets and long term loans & advances, appearing in the balance sheet as at 31 March 2025, have a value on realization, in the ordinary course of the Company's business, at least equal to the amount at which they are stated in the financial statements. In the opinion of the board of directors, no provision is required to be made against the recoverability of these balances.

AGARWAL PRAKASH & CO. ★ CHARTERED ACCOUNTANTS ★ FRN 005975N New Delhi

Spero Properties and Services Private Limited
Summary of material accounting policies and other explanatory information to the financial statements for the year ended 31 March 2025

Note – 54
Previous year numbers have been regrouped/ reclassified wherever considered necessary.

For Agarwal Prakash & Co.	**For and on behalf of the board of directors**
Chartered Accountants	
Firm's Registration No: 005975N	

AGARWAL PRAKASH & CO. FRN 005975N New Delhi CHARTERED ACCOUNTANTS

Aashish K Verma	**Mohit Singh**	**Surender Kumar**
Partner	Director	Director
Membership Number: 527886	[DIN: 10616791]	[DIN: 10616796]

Place: Delhi
Date: 27 May 2025