

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

Date: 28th September, 2023

To,
The Manager - Listing Department
BSE Limited
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400001

ISIN	INE0IFW08011
Scrip Code	973377
Scrip ID	ZCSPSPL10

Dear Sir/ Madam,

Subject: Notice convening the 6th Annual General Meeting (AGM) of the Company and Annual Report for the Financial Year (FY) 2022-23.

This is to inform you that the 6th AGM of the Members of the Company will be held at a shorter notice on Saturday, 30th September, 2023 at 09:30 A.M. at the Registered Office of the Company situated at One International Center, 10th Floor, Tower-1, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013, Maharashtra, India.

In compliance with Regulation 50(2) & 53 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable circulars of Ministry of Corporate Affairs and Securities and Exchange Board of India, the Annual Report for the FY 2022-23 comprising the Notice of the AGM, the financial statements for the FY 2022-23, along with Board's Report, Auditors' Report and other documents required to be attached thereto, is sent to all the Members of the Company.

In compliance of the aforesaid Regulation, a copy of the annual report along with the notice of the AGM for the FY 2022-23, sent to the Members is attached herewith.

The aforesaid Annual Report along with notice of the AGM has also been uploaded on the website of the Company.

This is for your information and records.

Thanking you,

For Spero Properties & Services Private Limited

Akshay Rajkumar Sharma
Company Secretary and Compliance Officer

Place: Mumbai

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

**6th Annual Report
of
Spero Properties and Services Private Limited**

Registered Office: One International Center, 10th Floor, Tower-1, Plot No. 612-613, Senapati Bapat
Marg Elphinstone Road, Mumbai - 400013, Maharashtra, India.

Telephone: +91 22 68305500 | **E-mail:** info@nucleusofficeparks.com

CIN: U74999MH2017PTC302943

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

Contents

Section I		Page No.
1.	Notice of 6th Annual General Meeting	1-6
2.	Annexure I to the Notice	7
3.	Annexure II to the Notice	8-9
4.	Annexure III to the Notice	10
Section II		
5.	Directors report for the financial year 2022-23	11-20
6.	Annexure I to the Directors report	21
Section III		
7.	Independent auditors report for the financial year 2022-23	22-26
8.	Annexure A to the Independent auditors' report	27-28
Section IV		
9.	Financial statements for the financial year ended 31st March, 2023	29-50

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

SECTION – I

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 6TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **SPERO PROPERTIES AND SERVICES PRIVATE LIMITED** (THE "COMPANY") WILL BE HELD AT A **SHORTER NOTICE ON SATURDAY, 30TH SEPTEMBER, 2023 AT 09:30 A.M.** AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT ONE INTERNATIONAL CENTER, 10TH FLOOR, TOWER-1, PLOT NO. 612-613, SENAPATI BAPAT MARG, ELPHINSTONE ROAD, MUMBAI - 400013, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2023, Statement of Profit & Loss and the Cash Flow Statement of the Company for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

2. To approve alteration and restatement of Articles of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read along with the rules framed thereunder, regulations and circulars issued or framed by Securities and Exchange Board of India and other applicable laws (including any statutory modifications or re-enactments thereof for the time being in force) and subject to approvals, permissions and sanctions from the appropriate authority, if any, the Articles of Association of the Company be and are hereby altered in the manner set out herein below:

The following new article no. 64 (iii) is being inserted after existing article no. 64(ii) of the Articles of Association of the Company:

- (a) Whenever the Company enters into a contract or agreement with any lender, or any debenture trustee(s) (acting on behalf of and for the benefit of the debenture holders) as the case may be, for borrowing any money/ incurring any debt, in the nature of a loan/advance or by way of issuance of listed or unlisted and secured or unsecured non-convertible bonds or debentures (either by way of private placement or otherwise, as the case may be), the Board shall, subject to the provisions of the Companies Act, 2013 and the rules framed thereunder, regulations and circulars issued or framed by SEBI and other applicable laws, agree that such lender(s)/ debenture trustee(s) upon the occurrence of two consecutive events of default in payment of interest or event of default in relation to redemption of debentures/ repayment of outstanding principal amount on loan, in each case on due date or event of default in creation of security, if applicable (as more particularly set out under the relevant loan agreements or debenture trust deeds) and only for so long as it is continuing, the Board shall appoint 1 (one) person nominated by lenders/ debenture trustee(s) as a director on the board of directors of the Company within 1 (one) month from the date of receipt of a nomination notice by the Company from the lenders/ debenture trustee(s), for such period and upon such conditions as may be mentioned in the loan agreements or debenture trust deeds or other relevant debt documents thereof (**“Nominee Director”**).

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

- (b) The Nominee Director representing the lenders/debenture trustee(s) shall not be required to hold qualification shares and not be liable to retire by rotation. Such Nominee Director may be removed from time to time by the lenders/debenture trustee(s) entitled to appoint or nominate such Nominee Director and such lenders/debenture trustee(s) may appoint another nominee director in his place and also fill in any vacancy which may occur as a result of such Nominee Director ceasing to hold that office for any reason whatsoever. The Nominee Director shall hold office only so long as any monies remain owed by the Company to such lender(s)/ debenture holders or debenture trustee.
- (c) Any appointment, removal or replacement of the Nominee Director as aforesaid, shall be made in writing by the relevant lenders or the debenture holders (or any persons/trustees acting on their behalf) and be served on the Company.
- (d) The Nominee Director shall be entitled to all the rights and privileges of other directors including the sitting fees and expenses as payable by the Company to other directors and the same shall be paid by the Company directly in the accounts of the relevant lenders/ debenture holders (as the case may be) in proportion to their respective outstanding amounts; provided, that if such Nominee Director is an officer of any of the lenders or debenture holders, the sitting fees in relation to such Nominee Director shall accrue to the lenders/debenture holders and the same shall accordingly be paid by the Company directly to the lenders/debenture holders.
- (e) Any actual and documented expenditure that may be incurred by the Nominee Director in connection with the appointment of directorship shall be borne and payable by the Company.
- (f) The Nominee Director so appointed shall be a member of the relevant committees and sub-committees of the Board, as the case may be, if so desired by the lenders/debenture trustee(s) in writing (acting reasonably). The Nominee Director shall be entitled to receive all notices, agenda, etc. and to attend all Board meetings and meetings of any committee(s) of the Board of which he is duly appointed as a member. The Nominee Director so appointed shall be entitled to furnish to the lenders or the debenture holders a report of the proceedings of all the meetings of the board (a copy of each such report shall be provided to the Company) and the Company shall not have any objection to the same.
- (g) If at any time, the Nominee Director is not able to attend a meeting of Board or any of its committees, of which he/ she is a member, the lenders/ debenture trustee(s) may depute an observer to attend the meeting.
- (h) The Company shall undertake all corporate actions to effectuate the aforesaid right of the lenders or the debenture holders/ debenture trustee(s) as per the applicable law.

RESOLVED FURTHER THAT any Director or Company Secretary or Mr. Sunil Kumar Tibra, Authorised Signatory of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Ministry of Corporate Affairs), in connection with the alteration of the Articles of Association of the Company, as approved by the Members of the Company.

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

**By order of the Board of Directors
Spero Properties and Services Private Limited**

Srejan Goyal

Director

DIN: 09292309

Address: C-69, South City – 1,
Gurgaon – 122001, Haryana, India.

Date: 28th September, 2023

Place: Mumbai

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

Notes:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“the Act”), in regard to the business as set out in Item No. 2 above is annexed hereto.
2. A Member entitled to vote is entitled to appoint a proxy to attend and vote instead of him / her and a proxy need not be a Member of the Company.
3. Proxies, in order to be valid shall be lodged, duly executed with the Company at its Registered Office at least forty-eight hours before the commencement of the meeting.
4. Members are requested to promptly notify any change in their postal address/ E-mail address to the Registered Office of the Company.
5. Members/Proxies should bring the attendance slip duly filled in and signed for attending the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution/Authority Letter authorizing their representative to attend and vote on their behalf at the Meeting.
7. Necessary documents shall be available for inspection at any time during the working hours from Monday to Friday at the Registered Office of the Company.
8. In terms of Secretarial Standard-2, necessary route map of venue of General Meeting is provided overleaf for your ease and reference.
9. Necessary consents shall be obtained from the Members for holding AGM at shorter notice.

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, FORMING PART OF NOTICE CONVENING THE ANNUAL GENERAL MEETING.

Item No. 2: To approve alteration and restatement of the Articles of Association of the Company.

As per the terms of the loan/debenture documents and pursuant to the SEBI Circular dated 09th February, 2023, it is proposed to amend the Articles of Association (“AOA”) of the Company to include a new article for allowing the Board of Directors of the Company to appoint Director nominated by a lender, or any debenture trustee (acting on behalf of and for the benefit of the debenture holders).

In this relation, the Board of Directors of the Company at their Meeting held on 28th September, 2023 have approved the alteration of the AOA of the Company by inserting the below mentioned new Article No. 64 (iii) in the AOA of the Company after existing article no. 64 (ii):

- (a) Whenever the Company enters into a contract or agreement with any lender, or any debenture trustee(s) (acting on behalf of and for the benefit of the debenture holders) as the case may be, for borrowing any money/ incurring any debt, in the nature of a loan/advance or by way of issuance of listed or unlisted and secured or unsecured non-convertible bonds or debentures (either by way of private placement or otherwise, as the case may be), the Board shall, subject to the provisions of the Companies Act, 2013 and the rules framed thereunder, regulations and circulars issued or framed by SEBI and other applicable laws, agree that such lender(s)/ debenture trustee(s) upon the occurrence of two consecutive events of default in payment of interest or event of default in relation to redemption of debentures/ repayment of outstanding principal amount on loan, in each case on due date or event of default in creation of security, if applicable (as more particularly set out under the relevant loan agreements or debenture trust deeds) and only for so long as it is continuing, the Board shall appoint 1 (one) person nominated by lenders/ debenture trustee(s) as a director on the board of directors of the Company within 1 (one) month from the date of receipt of a nomination notice by the Company from the lenders/ debenture trustee(s), for such period and upon such conditions as may be mentioned in the loan agreements or debenture trust deeds or other relevant debt documents thereof (“**Nominee Director**”).
- (b) The Nominee Director representing the lenders/debenture trustee(s) shall not be required to hold qualification shares and not be liable to retire by rotation. Such Nominee Director may be removed from time to time by the lenders/debenture trustee(s) entitled to appoint or nominate such Nominee Director and such lenders/debenture trustee(s) may appoint another nominee director in his place and also fill in any vacancy which may occur as a result of such Nominee Director ceasing to hold that office for any reason whatsoever. The Nominee Director shall hold office only so long as any monies remain owed by the Company to such lender(s)/ debenture holders or debenture trustee.
- (c) Any appointment, removal or replacement of the Nominee Director as aforesaid, shall be made in writing by the relevant lenders or the debenture holders (or any persons/trustees acting on their behalf) and be served on the Company.
- (d) The Nominee Director shall be entitled to all the rights and privileges of other directors including the sitting fees and expenses as payable by the Company to other directors and the same shall be paid by the Company directly in the accounts of the relevant lenders/ debenture holders (as the case may be) in proportion to their respective outstanding amounts; provided, that if such Nominee Director is an officer of any of the lenders or debenture holders, the sitting fees in relation to such Nominee Director shall

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

accrue to the lenders/debenture holders and the same shall accordingly be paid by the Company directly to the lenders/debenture holders.

- (e) Any actual and documented expenditure that may be incurred by the Nominee Director in connection with the appointment of directorship shall be borne and payable by the Company.
- (f) The Nominee Director so appointed shall be a member of the relevant committees and sub-committees of the Board, as the case may be, if so desired by the lenders/debenture trustee(s) in writing (acting reasonably). The Nominee Director shall be entitled to receive all notices, agenda, etc. and to attend all Board meetings and meetings of any committee(s) of the Board of which he is duly appointed as a member. The Nominee Director so appointed shall be entitled to furnish to the lenders or the debenture holders a report of the proceedings of all the meetings of the board (a copy of each such report shall be provided to the Company) and the Company shall not have any objection to the same.
- (g) If at any time, the Nominee Director is not able to attend a meeting of Board or any of its committees, of which he/ she is a member, the lenders/ debenture trustee(s) may depute an observer to attend the meeting.
- (h) The Company shall undertake all corporate actions to effectuate the aforesaid right of the lenders or the debenture holders/ debenture trustee(s) as per the applicable law.

Pursuant to Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for the alteration of AOA of the Company.

The altered Articles of the Company are being circulated with this notice for perusal by the Members. Further, a copy of the altered AOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of Annual General Meeting (“AGM”). The aforesaid documents are also available for inspection at the AGM.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 2 of the accompanying notice. The Board recommends the resolution at Item no. 2 to be passed as a **Special Resolution**.

By order of the Board of Directors
Spero Properties and Services Private Limited

Srejan Goyal
Director
DIN: 09292309
Address: C-69, South City – 1,
Gurgaon – 122001, Haryana, India.

Date: 28th September, 2023
Place: Mumbai

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

Annexure I

Route Map for AGM venue: One International Center, 10th Floor, Tower-1, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013, Maharashtra, India.

Prominent Landmark: One International Center, Mumbai



SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

Annexure II

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U74999MH2017PTC302943
Name of the Company : Spero Properties and Services Private Limited
Registered Office : One International Center, 10th Floor, Tower-1, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013, Maharashtra, India.

Name of the Member(s)	:
Registered Address	:
E-mail Id	:
Folio No. / Client Id	:
DP ID	:

I/We, being the Member(s) of shares of the above-named company, hereby appoint:

1. Name :
Address :
E-mail Id :
Signature :, or failing him
2. Name :
Address :
E-mail Id :
Signature :, or failing him
3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 6th Annual General Meeting of the Company, to be held **at a shorter notice on Saturday, 30th September, 2023 at 09:30 A.M.** at the Registered Office of the Company situated at One International Center, 10th Floor, Tower-1, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013, Maharashtra, India and at any adjournment thereof in respect of such resolution as indicated below:

Resolution No.:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2023, Statement of Profit & Loss Account and the Cash Flow Statement of the Company for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon; and

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

2. To approve alteration and restatement of Articles of Association of the Company.

Signed this day of..... 2023

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder

Note:

a) Revenue Stamp to be affixed on this form.

b) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

Annexure III

ATTENDANCE SLIP

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

Registered Office: One International Center, 10th Floor, Tower-1, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013, Maharashtra, India.

Please complete this Attendance Slip and hand it over at the entrance of the place of the Meeting.

Folio No. _____

Client ID No. _____

Name of the Shareholder/Proxy _____

Address _____

No. of shares held _____

I hereby record my presence at the 6th Annual General Meeting of the Company held at the Registered Office of the Company situated at One International Center, 10th Floor, Tower-1, Plot No. 612-613, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013, Maharashtra, India on **Saturday, 30th September, 2023 at 09:30 A.M. at a shorter notice.**

Signature of Shareholder/Proxy

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

SECTION - II

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

DIRECTOR'S REPORT

To,
The Members,
Spero Properties and Services Private Limited ("the Company")

Your Directors have immense pleasure in presenting the 6th annual report on the business and operations of the Company with the audited accounts for the financial year ended 31st March, 2023.

1. FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY:

i. Financial Performance:

The Company's financial performance for the financial year under review along with previous financial year figures is given hereunder:

(Figures in Rs. Thousands)

Particulars	For the financial year ended 31st March, 2023	For the financial year ended 31st March, 2022
Sales & other income	59,734.02	57,461.04
Total Expenses (including finance costs, depreciation and amortisation)	5,69,032.39	1,78,844.20
Profit/(loss) before tax	(5,09,298.37)	(1,21,383.16)
Less: Tax expense		
- Current tax	13,396.05	-
- Deferred tax charge / (credit)	-	-
Profit/(loss) after tax	(5,22,694.42)	(1,21,383.16)
Total other comprehensive income	-	-
Total comprehensive Income	(5,22,694.42)	(1,21,383.16)

The Company recorded net loss after tax for financial year 2022-23 was Rs. 5,22,694.42/- (in Thousands) as against net loss after tax of Rs. 1,21,383.16/- (in Thousands) in financial year 2021-22.

ii. Review of Operations:

The Company is primarily engaged in the business of development and leasing of commercial real estate. The operations of the Company span across various aspects of real estate development from construction and marketing of the project to leasing of constructed commercial real estate and maintenance of the buildings.

iii. Market Highlights:

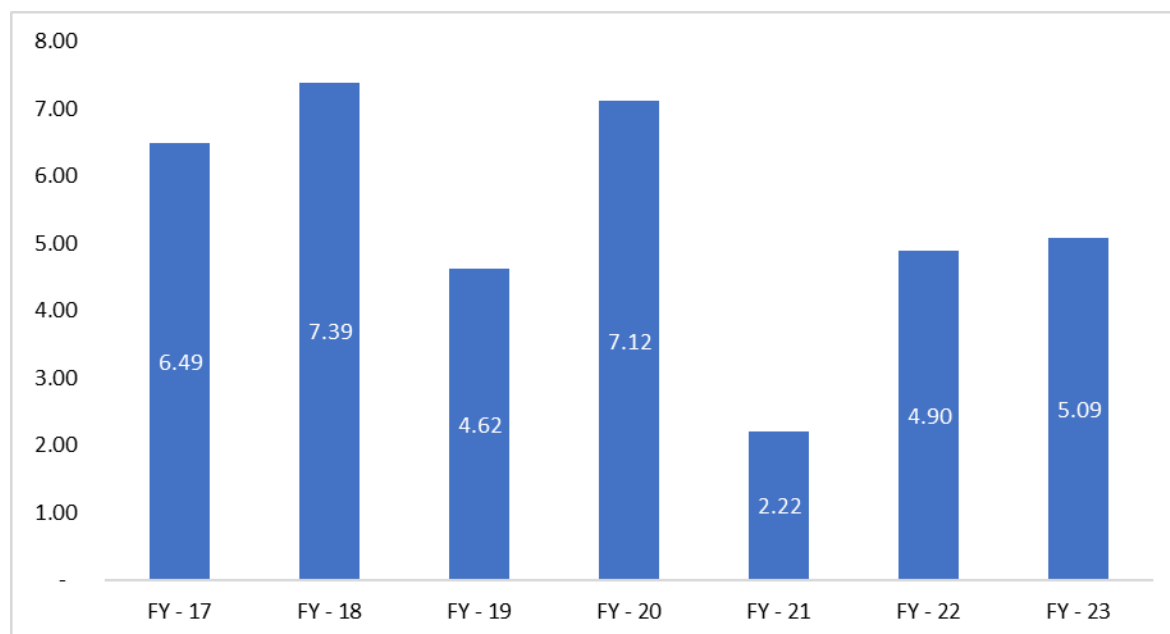
Strong occupier demand was observed in the IT/ITeS, BFSI and Manufacturing segments. IT/ITeS segment led the demand for office workspace. Emerging segments such flex space continue to witness traction and there are enquiries that suggest persistent momentum.

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

Mumbai witnessed strong office demand with 5.09 mm sf net absorption in FY'23, a 3.8 % year-on-year growth.

A quick snapshot of the demand trend of Mumbai office is as below:

(Net office absorption in mm sf)



Source: JLL REIS, Q1 2023

2. DIVIDEND:

Due to losses incurred by the Company, your Directors do not propose to declare any dividend for the financial year ended 31st March, 2023.

3. RESERVES:

The movement in the major reserves of the Company for the financial year 2022-23 and the previous financial year are as follows:

(Figures in Rs. Thousands)

Particulars	For the financial year ended 31st March, 2023	For the financial year ended 31st March, 2022
Retained earnings		
Opening balance	(1,37,199.73)	(15,816.57)
Add: Loss for the year	(5,22,694.42)	(1,21,383.16)
Closing balance	(6,59,894.15)	(1,37,199.73)
Total	(6,59,894.15)	(1,37,199.73)

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

4. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE FINANCIAL YEAR / STATE OF THE COMPANY'S AFFAIRS:

The Company has incurred net loss after tax of Rs. 5,22,694.42/- (in Thousands) during the financial year under review.

5. CHANGE IN NATURE OF BUSINESS, IF ANY:

During the financial year under review, there is no substantial change in nature of business of the Company.

6. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the financial year under review, there are no significant orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

7. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments have occurred after the closure of the financial year ended on 31st March, 2023 till the date of this report which shall affect the financial position of the Company.

8. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company does not have any Subsidiary or Joint Venture Company or Associate. However, the Company is a Subsidiary of BREP Asia SG L&T Holding (NQ) Pte. Ltd.

9. DEPOSITS:

The Company being a Private Company, has not accepted any deposits from public under the provisions of Section 73 of the Companies Act, 2013 ("the Act"), read with the Companies (Acceptance of Deposit) Rules, 2014 (as amended).

Pursuant to the Ministry of Corporate Affairs (MCA) notification dated 22nd January, 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company is annually filing with the Registrar of Companies requisite return in eForm DPT-3 for outstanding receipts of money/loan by the Company, which is not considered as deposits under Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014.

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

10. SHARE CAPITAL:

During the financial year under review, there has been no change in the share capital of the Company on account of buy-back of securities, issuance of sweat equity or bonus shares. Further, the Company has not provided any stock option scheme to its employees.

11. DEBENTURES AND LISTING AT STOCK EXCHANGE:

At present, the Non-Convertible Debentures of the Company are listed on Bombay Stock Exchange Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001 having scrip code 973377. The ISIN of the Non-convertible Debentures is INE0IFW08011.

12. AUDITORS:

i. Statutory Auditor:

The Members of the Company at their 3rd Annual General Meeting had appointed M/s. Walker Chandiook & Co. LLP (Firm Reg. No: 001076N/N500013), as the Statutory Auditors of the Company from the conclusion of 3rd Annual General Meeting until the conclusion of 8th Annual General Meeting of the Company to be held for the financial year 2024-25.

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Walker Chandiook & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013), the statutory auditors of the Company, in their report for the financial year ended 31st March, 2023 and therefore does not require any comments from the Directors in this report.

Pursuant to the provisions of Section 143(12) of the Act, the statutory auditors have not reported any incident of fraud to the Board of the Company during the financial year 2022-23.

ii. Secretarial Auditor:

Pursuant to the requirements of Section 204(1) of the Act, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company did not trigger any limits during the financial year under review and hence, the Secretarial Audit is not applicable to the Company.

iii. Internal Auditor:

In terms of Section 138 of the Act and other applicable laws, M/s. KPMG Assurance and Consulting Services LLP, Chartered Accountants were appointed as the Internal Auditors of the Company for the financial year 2022-23, to introduce adequate control and to conduct Internal Audit of functions and activities of the Company.

13. MAINTENANCE OF COST RECORDS:

The Company is not required to maintain cost records in terms of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014.

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

14. ANNUAL RETURN:

The Annual Return as required under Section 92 and Section 134 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the Company's website: <https://www.nucleusofficeparks.com/investors.php>.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014 for the financial year ended 31st March, 2023 is as mentioned below:

a) Conservation of Energy:

The operations of the Company are not energy intensive as the Company is not engaged in any manufacturing activity and is not included under the list of industries which should furnish information as per Rule 8 of the Companies (Accounts) Rules, 2014.

b) Technology Absorption:

No technology has been developed and / or imported by way of foreign collaboration.

c) Foreign Exchange Earnings and Outgo:

During the financial year under review, Foreign Exchange Inflow and Outflow are as follows:

(Figures in Rs. Thousands)

Particulars	For the financial year ended 31st March, 2023	For the financial year ended 31st March, 2022
Foreign Exchange Inward	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

The following were the Directors and KMP of the Company as on 31st March, 2023:

Sr. No.	Name of the Director/ KMP	DIN/PAN	Designation
1.	Mr. Alok Jain	07618572	Director
2.	Mr. Srejan Goyal	09292309	Director
3.	Mr. Akshay Rajkumar Sharma	FEXPS9567E	Company Secretary and Compliance Officer

During the financial year under review, the following were the changes in the composition of Directors of the Company:

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

Sr. No.	Date	Name	Designation	Nature of change
1.	27.07.2022	Mr. Shravan Sharma	Director	Resignation
2.	27.07.2022	Mr. Srejan Goyal	Additional Director	Appointment
3.	12.09.2022	Mr. Srejan Goyal	Director	Regularisation

The Company is not required to appoint Independent Directors under the provisions of the Act and hence statement on declaration under Section 149(6) is not applicable.

17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year under review, 09 (Nine) Board meetings were convened and held as follows:

First Quarter (April - June)	Second Quarter (July - September)	Third Quarter (October - December)	Fourth Quarter (January - March)	Total Board Meetings
2 (Two)	4 (Four)	1 (One)	2 (Two)	09 (Nine)
01 st April, 2022 27 th May, 2022	19 th July, 2022 27 th July, 2022 10 th August, 2022 18 th August, 2022	14 th November, 2022	09 th January, 2023 09 th February, 2023	

Attendance of Directors:

Name of the Director	Board Meetings	
	Entitled to attend	Attended
Mr. Shravan Sharma (DIN: 07380246) *	04	04
Mr. Alok Kumar Jain (DIN: 07618572)	09	09
Mr. Srejan Goyal (DIN: 09292309) *	05	05

**Mr. Shravan Sharma resigned from the post of Non-Executive Director of the Company with effect from the closure of business hours of 27th July, 2022 and Mr. Srejan Goyal was appointed as an Additional Director of the Company with effect from 27th July, 2022.*

During the financial year under review, the intervening gap between the meetings was within the period prescribed under section 173(1) of the Act.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The provisions of Section 186 of the Act read with the rules made thereunder pertaining to granting of loans to any person or body corporate and giving of guarantees or providing security in connection with loans to any other body corporate or person are not applicable to the Company since the Company is engaged in providing infrastructure facilities.

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the financial year under review, there was no particulars of contracts or arrangements with related parties pursuant to Section 188 of the Act.

As per Schedule V Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Related Party Disclosures in compliance with Accounting Standards during the financial year under review are provided in *Annexure I*.

20. PARTICULARS OF EMPLOYEES:

There are no employees in respect of whom information is required to be disclosed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

21. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. There is an appropriate mechanism to monitor and evaluate the efficacy and adequacy of internal control system, its compliance with operating systems, accounting procedures and policies of the Company.

22. APPLICABILITY OF CORPORATE SOCIAL RESPONSIBILITY (CSR):

Since, the Company does not meet the criteria specified under Section 135 of the Act, the Company has not developed or implemented a policy for Corporate Social Responsibility.

In view of the same no CSR initiative was undertaken by the Company.

23. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a policy on Prevention of Sexual Harassment of Woman at Workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under the policy.

There was no complaint received from any employee during the financial year 2022-23.

24. POLICIES OF THE COMPANY:

i. Prevention of Sexual Harassment Policy ("POSH Policy"):

The Company has adopted a policy on prevention of sexual harassment of woman at workplace pursuant to the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees, etc.) are covered under this policy.

ii. Risk Management Policy:

The key business risks identified by the Company are business, reputation and financial risks.

The Company has adopted a policy on risk management for identifying and evaluating and mitigating key business risks. The policy specifies the risk management approach of the Company and includes periodic review of such risks, including documentation, mitigating controls and reporting mechanism for such risks.

iii. Anti-Corruption Policy:

The Company has duly adopted an Anti-Corruption Policy to ensure that business of the Company is conducted with highest legal and ethical standards and that all employees and other persons acting on behalf of the Company uphold this commitment.

iv. Whistle Blower Policy/Vigil Mechanism:

The Company has been following the principles and practices of good corporate governance and has ensured, as far as possible, due compliance of various provisions of the applicable laws.

The Board of Directors of the Company place strong emphasis on transparency, accountability and integrity and have set for the Company broad objectives of continuously enhancing the customer's satisfaction and shareholders' value.

In keeping with this focus, the Company has duly adopted a Whistle Blower Policy for Directors and employees to report genuine concerns or grievances about any wrongful conduct with respect to the Company or its business affairs.

v. Policy on Preservation of Documents:

The Company has duly adopted a policy on Preservation of Documents with the objective to classify various documents, records and registers for the purpose of maintenance and preservation.

vi. Code of Conduct to regulate, monitor and report trading by insiders in securities of the Company ("Code"):

The Company pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 has formulated a code to regulate, monitor and report trading by Designated Persons and their Immediate Relatives. The objective of the Code is preservation of confidentiality of unpublished price sensitive information ("UPSI"), to prevent misuse of such information and to prohibit a Designated Person and his / her Immediate Relative from trading in the securities of the Company.

Further, the Code also contains the Code of Fair Disclosure and Conduct and Policy and procedure for inquiry in case of leakage of UPSI.

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

All the policies of the Company are available on the website at: <https://www.nucleusofficeparks.com/investors.php>.

25. DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors' responsibility statement referred to in Clause (c) of Sub-Section (3) of Section 134 of the Act, shall state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period ended on 31st March, 2023;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis;
- (v) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS:

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

27. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE FINANCIAL YEAR ALONGWITH THEIR STATUS AT THE END OF THE FINANCIAL YEAR:

No application has been made and proceedings are pending under the Insolvency and Bankruptcy Code, 2016 during the financial year under review.

28. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS' ALONG WITH THE REASONS THEREOF:

No such instance of one-time settlement has been done by the Company with its bankers during the financial year under review.

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

29. CREDIT RATING:

The credit rating details of the Company as on 31st March, 2023 were as follows:

Rating Agency	Type of instrument	Credit rating
ICRA Limited	Non-Convertible Debentures	[ICRA] BBB- (Stable)

Further, as per the credit rating letter dated 12th July, 2023 provided by ICRA Limited, there is no change in credit rating for said Non-Convertible Debentures.

30. DEBENTURE TRUSTEE:

The contact details of Vardhman Trusteeship Private Limited, the Debenture Trustee ('DT') as required under Regulation 53 of Listing Regulations are mentioned below:

Contact Person - Mr. Umang Rathore/ Ms. Neelu Jha
Contact Details - +(91) 8657900673 / +(91) 8169869737
Address - compliance@vardhmantrustee.com

31. ACKNOWLEDGEMENTS:

The Directors of the Company wish to place on record their appreciation of the dedication, professionalism and hard work put in by the employees of the Company at all levels. Relationships with regulatory authorities and clients remain excellent. The Directors are grateful for the support extended by them and look forward to receiving their continued support and encouragement. The Directors also wish to thank the bankers of the Company for their continued support.

For and on behalf of Board of Directors
Spero Properties and Services Private Limited

Srejan Goyal
Director
DIN: 09292309
Address: C-69, South City – 1,
Gurgaon – 122001, Haryana, India.

Alok Jain
Director
DIN: 07618572
Address: Flat No. 8E, Floor No. 8,
Wellington View, Block Sector Tardeo,
Sane Guruji Marg, Tardev Mumbai-
400034, Maharashtra, India.

Date: 28th September, 2023
Place: Mumbai

SPERO PROPERTIES AND SERVICES PRIVATE LIMITED

Annexure I

RELATED PARTY DISCLOSURES [Pursuant to Schedule V of Listing Regulations]

1. During the financial year under review, the Related Party Disclosures in compliance with the Accounting Standards are given below:

(Figures in Rs. Thousands)

Sr. No.	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ investments outstanding during the year.
Nil		

2. Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity, in the format prescribed in the relevant accounting standards for annual results:

(Figures in Rs. Thousands)

Sr. No.	In the accounts of	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ investments outstanding during the year
1	Non-convertible bonds (including interest) issued to BREP Asia SG L&T Holding (NQ) Pte Ltd	57,56,120.52
2	Compulsorily convertible debentures issued to BREP Asia SG L&T Holding (NQ) Pte Ltd	33,63,478.9

Walker Chandiook & Co LLP

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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

1. 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 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.
2. 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 ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 ('ICAI') together with the ethical requirements that are relevant to our audit of the 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 opinion.



Chartered Accountants

Offices in Bengaluru, Chandigarh, Chennai, Gurugram, Hyderabad, Kochi, Kolkata, Mumbai, New Delhi, Noida and Pune

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Walker ChandioK & Co LLP

Independent Auditor's Report to the members of Spero Properties and Services Private Limited on the financial statements for the year ended 31 March 2023 (cont'd)

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined that there are no key audit matters to communicate in our report.

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

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the financial statements and our auditor's report thereon. The Director's Report is expected to be made available to us after the date of this auditor's report.

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 identified above when it becomes available 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.

When we read the Director's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

7. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.
8. In preparing the financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. 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

10. 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 Standards on Auditing will always detect a material misstatement when it exists.

Chartered Accountants



Walker Chandiook & Co LLP

Independent Auditor's Report to the members of Spero Properties and Services Private Limited on the financial statements for the year ended 31 March 2023 (cont'd)

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.

11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism 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 with reference to financial statements 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 Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial 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; and
 - 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.
12. 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.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

14. Based on our audit, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to the Company since the Company is not a public company as defined under section 2(71) of the Act. Accordingly, reporting under section 197(16) is not applicable.
15. This report does not include a statement on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order 2020 ('the Order'), issued by the Central Government of India in terms of section 143(11) of the Act since in our opinion and according to the information and explanations given to us, the Order is not applicable.



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Independent Auditor's Report to the members of Spero Properties and Services Private Limited on the financial statements for the year ended 31 March 2023 (cont'd)

16. Further, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, 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 purpose of our audit of the accompanying financial statements;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The financial statements 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 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure A wherein we have expressed an unmodified opinion; and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which would impact its financial position as at 31 March 2023;
 - 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 2023;
 - 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 2023;
 - iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in note 35A to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the 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 ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in note 35B to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the 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; and

(c) Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.



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Independent Auditor's Report to the members of Spero Properties and Services Private Limited on the financial statements for the year ended 31 March 2023 (cont'd)

- v. The Company has not declared or paid any dividend during the year ended 31 March 2023; and
- vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Manish Agrawal

Partner

Membership No.: 507000



UDIN: 23507000BGYESO5191

Place: Bengaluru

Date: 24 May 2023

Walker ChandioK & Co LLP

Annexure A to the Independent Auditor's Report of even date to the members of Spero Properties and Services Private Limited on the financial statements for the year ended 31 March 2023

Annexure A

Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the financial statements of Spero Properties and Services Private Limited ('the Company') as at and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls 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 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 the 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.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. 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 Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the 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 were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.
5. 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

6. 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 include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide



Walker Chandiook & Co LLP

Annexure A to the Independent Auditor's Report of even date to the members of Spero Properties and Services Private Limited on the financial statements for the year ended 31 March 2023 (cont'd)

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

7. 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

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2023, 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 the ICAI.

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Manish Agrawal

Partner

Membership No.: 507000



UDIN: 23507000BGYESO5191

Place: Bengaluru

Date: 24 May 2023

Spero Properties and Services Private Limited

CIN : U74999MH2017PTC302943

Balance Sheet as at 31 March 2023

(All amounts in Rs. thousands unless otherwise stated)

	Note	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
Investment property	4	77,72,553.08	77,76,886.69
Financial assets			
Loans	5	5,19,551.35	4,78,156.29
Other financial assets	6	495.00	495.00
Income-tax assets	7	385.34	9,711.89
Other non-current assets	8	2,356.43	1,551.99
		82,95,341.20	82,66,801.86
Current assets			
Financial assets			
Cash and cash equivalents	9	2,73,932.17	2,73,838.65
Other current assets	10	402.08	575.16
		2,74,334.25	2,74,413.81
		85,69,675.45	85,41,215.67
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	1,000.00	1,000.00
Instruments entirely equity in nature	12	34,01,150.00	34,01,150.00
Other equity	13	(6,59,894.15)	(1,37,199.73)
		27,42,255.85	32,64,950.27
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	14	49,48,751.18	49,48,596.11
Other financial liabilities	15	8,71,979.15	3,16,220.21
		58,20,730.33	52,64,816.32
Current liabilities			
Financial liabilities			
Trade payables	16		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		6,282.74	11,259.72
Other current liabilities	17	406.53	189.36
		6,689.27	11,449.08
		58,27,419.60	52,76,265.40
		85,69,675.45	85,41,215.67
Summary of significant accounting policies	3		

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 **Walker Chandio & Co LLP**

Chartered Accountants

Firm's registration number: 001076N/N500013


Manish Agrawal

Partner

Membership No.: 507000

Place: Bengaluru

Date: 24 May 2023



For and on behalf of the Board of Directors of

Spero Properties and Services Private Limited

Srejan Goyal

Director

DIN: 09292309

Place: Mumbai

Date: 24 May 2023


Alok Kumar Jain

Director

DIN: 07618572

Place: Mumbai

Date: 24 May 2023


Akshay Sharma

Company Secretary

Membership No.: A50318

Place: Mumbai

Date: 24 May 2023



Spero Properties and Services Private Limited
CIN : U74999MH2017PTC302943
Statement of Profit and Loss for the year ended 31 March 2023
(All amounts in Rs. thousands unless otherwise stated)

	Note	For the year ended 31 March 2023	For the year ended 31 March 2022
INCOME			
Other income	18	59,734.02	57,461.04
		59,734.02	57,461.04
EXPENSES			
Employee benefits expense	19	954.61	653.04
Finance costs	20	5,55,758.95	1,73,743.14
Other expenses	21	12,318.83	4,448.02
		5,69,032.39	1,78,844.20
Loss before tax		(5,09,298.37)	(1,21,383.16)
Tax expense:	22		
Current tax (including earlier years)		13,396.05	-
Net loss for the year		(5,22,694.42)	(1,21,383.16)
Other comprehensive income		-	-
Total comprehensive income for the year		(5,22,694.42)	(1,21,383.16)
Earnings per equity share (face value Rs. 10 each)	23		
Basic and diluted (Rs. per share)		(1.54)	(0.36)
Summary of significant accounting policies	3		

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 **Walker Chandio & Co LLP**
Chartered Accountants
Firm's registration number: 001076N/N500013

Manish Agrawal

Manish Agrawal
Partner
Membership No.: 507000



Place: Bengaluru
Date: 24 May 2023

For and on behalf of the Board of Directors of
Spero Properties and Services Private Limited

Srejan Goyal

Srejan Goyal
Director
DIN: 09292309

Place: Mumbai
Date: 24 May 2023

Alok Kumar Jain

Alok Kumar Jain
Director
DIN: 07618572

Place: Mumbai
Date: 24 May 2023

Akshay Sharma

Akshay Sharma
Company Secretary
Membership No.: A50318

Place: Mumbai
Date: 24 May 2023



Spero Properties and Services Private Limited
CIN : U74999MH2017PTC302943
Statement of Cash Flow for the year ended 31 March 2023
(All amounts in Rs. thousands unless otherwise stated)

	For the year ended 31 March 2023	For the year ended 31 March 2022
Cash flows from operating activities:		
Loss before tax	(5,09,298.37)	(1,21,383.16)
Adjustments for :		
Finance costs	5,55,758.95	1,73,743.14
Excess provision written back	-	(61.13)
Interest income	(59,734.02)	(57,399.91)
Operating loss before working capital changes and other adjustments:	(13,273.44)	(5,101.06)
Working capital changes and other adjustments:		
Other non-current assets and other current assets	(476.31)	(1,477.31)
Other non-current financial assets	-	(495.00)
Trade payables	(643.37)	2,281.12
Other current liabilities	217.18	(4,305.38)
Cash used in operating activities	(14,175.94)	(9,097.63)
Income-tax paid (net)	(3,562.93)	(5,701.10)
Net cash used in operating activities (A)	(17,738.87)	(14,798.73)
Cash flows from investing activities:		
Purchase of investment property	-	(13,704.05)
Movement in other bank balances (net)	-	10,000.00
Loan received back from related party	-	1,00,000.00
Loan given to related party	-	(59,000.00)
Interest received	17,832.39	31,295.61
Net cash flows from investing activities (B)	17,832.39	68,591.56
Cash flows from financing activities:		
Proceeds from issue of non convertible debentures	-	49,48,596.11
Repayment of non-current borrowings	-	(40,00,000.00)
Interest paid	-	(7,43,130.89)
Net cash flows from financing activities (C)	-	2,05,465.22
Net increase in cash and cash equivalents (A+B+C)	93.52	2,59,258.05
Cash and cash equivalents at the beginning of the year	2,73,838.65	14,580.60
Cash and cash equivalents at the end of the year	2,73,932.17	2,73,838.65
<i>Cash and cash equivalent comprises of (refer note 9):</i>		
Balances with banks in current accounts	6,772.46	1,25,472.49
Bank deposits with original maturity upto three months	2,67,159.71	1,48,366.16
Total of cash and cash equivalent	2,73,932.17	2,73,838.65

The above "Statement of Cash flow" has been prepared as per the Indirect method as set out in Indian Accounting Standard-7, "Statement of Cash Flows".

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

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

For Walker Chandiook & Co LLP
Chartered Accountants
Firm's registration number: 001076N/N500013



Manish Agrawal
Partner
Membership No.: 507000



Place: Bengaluru
Date: 24 May 2023

For and on behalf of the Board of Directors of
Spero Properties and Services Private Limited



Srejan Goyal
Director
DIN: 09292309

Place: Mumbai
Date: 24 May 2023



Alok Kumar Jain
Director
DIN: 07618572

Place: Mumbai
Date: 24 May 2023



Akshay Sharma
Company Secretary
Membership No.: A50318

Place: Mumbai
Date: 24 May 2023



Spero Properties and Services Private Limited
CIN : U74999MH2017PTC302943
Statement of Changes in Equity for the year ended 31 March 2023
(All amounts in Rs. thousands unless otherwise stated)

Equity share capital*

Particulars	As at 1 April 2021	Movement during the year	As at 31 March 2022	Movement during the year	As at 31 March 2023
Equity share capital	1,000.00	-	1,000.00	-	1,000.00

Instruments entirely equity in nature **

Particulars	As at 1 April 2021	Movement during the year	As at 31 March 2022	Movement during the year	As at 31 March 2023
Compulsorily convertible debentures	34,01,150.00	-	34,01,150.00	-	34,01,150.00

Other equity***

Particulars	Reserves and surplus
	Retained earnings
Balance as at 31 March 2021	(15,816.57)
Loss for the year	(1,21,383.16)
Other comprehensive income (net of tax)	-
Total comprehensive income	(1,21,383.16)
Balance as at 31 March 2022	(1,37,199.73)
Loss for the year	(5,22,694.42)
Other comprehensive income (net of tax)	-
Total comprehensive income	(5,22,694.42)
Balance as at 31 March 2023	(6,59,894.15)

*Refer note 11 for details.

**Refer note 12 for details.

***Refer note 13 for details.

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

This is the Statement of Changes in Equity referred to in our report of even date.

For Walker Chandio & Co LLP
Chartered Accountants
Firm's registration number: 001076N/N500013

Manish Agrawal
Partner
Membership No.: 507000



Place: Bengaluru
Date: 24 May 2023

For and on behalf of the Board of Directors of
Spero Properties and Services Private Limited

Srejan Goyal Alok Kumar Jain Akshay Sharma
Director Director Company Secretary
DIN: 09292309 DIN: 07618572 Membership No.: A50318

Place: Mumbai Place: Mumbai Place: Mumbai
Date: 24 May 2023 Date: 24 May 2023 Date: 24 May 2023



1 Nature of principal activities

Spero Properties and Services Private Limited ("the Company") was incorporated on 15 December 2017 and is primarily engaged in the business of development and leasing of commercial real estate. The operations of the Company span across various aspects of real estate development from construction and marketing of the project to leasing of constructed commercial real estate and maintenance of the buildings. 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, Lower Parel (West), Mumbai - 400013.

2 Basis of preparation

a) General information and statement of compliance with Ind AS

These 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 ("the Act") read with the Companies (Indian Accounting Standards) ("Ind AS") Rules 2015 by Ministry of Corporate Affairs ('MCA'), as amended and other related provisions of the Act. The Company has uniformly applied the accounting policies during the periods presented.

The financial statements for the year ended 31 March 2023 were authorized and approved for issue by the Board of Directors on 24 May 2023. 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 the Act.

b) Functional and presentation currency

These financial statements are presented in Indian rupees (₹), which is also the Company's functional and presentation currency. All amounts have been rounded-off to the nearest thousands upto two place of decimal, unless otherwise indicated.

c) Basis of accounting

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities which are measured at fair values as explained in relevant accounting policies. Fair valuations related to financial assets and financial liabilities 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. Accounts have been prepared using accrual basis of accounting.

3 Summary of significant accounting policies

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

a) 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 the Act. Deferred tax assets and liabilities are classified as non-current assets and non-current liabilities, as the case may be.

b) Investment property

Investment property under development

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.

c) Interest income

Interest income is recorded on accrual basis using the effective interest rate (EIR) method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

d) 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.

e) 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 recoverable amount of the asset or the cash generating unit is estimated. 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 recognised 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 recognised are accordingly reversed in the Statement of Profit and Loss.



f) 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

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.

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

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 recognition, financial liabilities are measured at amortised cost using the effective interest method.

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.

g) 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. In respect of 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.

h) Income taxes

Tax expense recognised in Statement of Profit and Loss comprises the sum of deferred tax and current tax except the ones recognised in other comprehensive income or directly in equity.

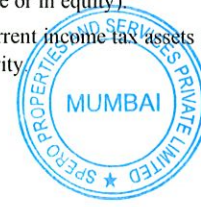
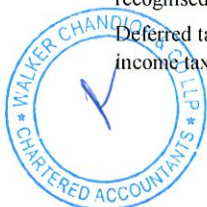
Current tax is determined as the tax payable in respect of taxable income for the year and is computed in accordance with relevant tax regulations. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unabsorbed tax losses are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.



i) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, demand deposits and other short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

j) Provisions, contingent liabilities and contingent assets

Provisions are recognised 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 disclosed only when inflow of economic benefits therefrom is probable and recognized only when realization of income is virtually certain.

k) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

l) Significant management judgement in applying accounting policies and estimation uncertainty

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:

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

Impairment of non financial 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.

Impairment of financial assets – 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.

Contingencies – In the normal course of business, contingent liabilities may arise from litigation, taxation and other claims against the Company. Where management's assessment that the outcome cannot be reliably quantified or is uncertain the claims are disclosed as contingent liabilities unless the likelihood of an adverse outcome is remote. Such liabilities are disclosed in the notes but are not provided for in the financial statements. When considering the classification of a legal or tax cases as probable, possible or remote there is judgement involved. This pertains to the application of the legislation, which in certain cases is based upon management's interpretation of country specific tax law, in particular India, and the likelihood of settlement. Management uses in-house and external legal professionals to inform their decision.

Investment property under development – Investment property is measured at cost. However, as per Ind AS 40, there is a requirement to disclose fair value as at the balance sheet date. The Company engaged independent valuation specialists to determine the fair value of its investment property as at reporting date. The determination of the fair value of investment properties requires the use of estimates such as future cash flows from the assets (such as lettings, future revenue streams, capital values of fixtures and fittings and any environmental matters) and discount rates applicable to those assets. In addition, development risks (such as construction and letting risk) are also taken into consideration when determining the fair value of the properties under construction. These estimates are based on local market conditions existing at the balance sheet date.

Further, the Company applies judgement and assesses activities being carried out for development of investment property for determining whether the investment property under development is a qualifying asset for the purpose of interest capitalization as per Ind AS 23, Borrowing Costs.

m) Employee benefits

Defined contribution plan

The Company's contribution to provident fund is charged to the Statement of Profit and Loss. The Company's contributions towards provident fund are deposited with the regional provident fund commissioner under a defined contribution plan.

Short-term employee benefits

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



n) Recent accounting pronouncement (As per "(Indian Accounting Standards) Amendment Rules, 2023)

Amendment to Ind AS 1, Presentation of Financial Statements

The Ministry of Corporate Affairs ("MCA") vide notification dated 31 March 2023, has issued an amendment to Ind AS 1 which requires entities to disclose material accounting policies instead of significant accounting policies. Accounting policy information considered together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The amendment also clarifies that immaterial accounting policy information does not need to disclose. If it is disclosed, it should not obscure material accounting information. The Company is evaluating the requirement of the said amendment and its impact on these financial statements.

Amendment to Ind AS 8, Accounting Policies, Change in Accounting Estimates and Errors

The Ministry of Corporate Affairs ("MCA") vide notification dated 31 March 2023, has issued an amendment to Ind AS 8 which specifies an updated definition of an 'accounting estimate'. As per the amendment, accounting estimates are monetary amounts in the financial statements that are subject to measurement uncertainty and measurement techniques and inputs are used to develop an accounting estimate. Measurement techniques include estimation techniques and valuation techniques. The Company is evaluating the requirement of the said amendment and its impact on these financial statements.

Amendment to Ind AS 12, Income Taxes

The Ministry of Corporate Affairs ("MCA") vide notification dated 31 March 2023, has issued an amendment to Ind AS 12, which requires entities to recognise deferred tax on transactions that, on initial recognition, give rise to equal amounts of taxable and deductible temporary differences. This will typically apply to transactions such as leases of lessees and decommissioning obligations and will require recognition of additional deferred tax assets and liabilities. The Company is evaluating the requirement of the said amendment and its impact on these financial statements.



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4 Investment property under development*

Particulars	Land and related development rights	Total
Gross block		
Balance as at 1 April 2021	74,25,254.68	74,25,254.68
Additions	3,51,632.01	3,51,632.01
Balance as at 31 March 2022	77,76,886.69	77,76,886.69
Balance as at 1 April 2022	77,76,886.69	77,76,886.69
Additions	-	-
Deletions/adjustments**	4,333.61	4,333.61
Balance as at 31 March 2023	77,72,553.08	77,72,553.08
Net block:		
Balance as at 31 March 2023	77,72,553.08	77,72,553.08
Balance as at 31 March 2022	77,76,886.69	77,76,886.69

* Refer note 29A for ageing details.

** In earlier years, the Company had capitalised provision for certain expenses as part of investment property. During the year ended 31 March 2023, the Company has received invoices against these provisions and after adjusting these invoices against outstanding provision, the excess provision has been adjusted against carrying value of investment property.

Notes:

i) Investment properties have not been pledged as security by the Company.

ii) Fair Value

The Company has obtained independent valuations for its investment properties, the fair values are as follows:

Fair value:	Rs. (in thousands)
As at 31 March 2023	88,28,000.00
As at 31 March 2022	86,35,000.00

The fair value of investment property has been determined by external, independent property registered valuers, having appropriate qualifications and recent experience in the location and category of the property being valued. Registered valuer is appointed in accordance with rule 2 of Companies (Registered valuer and valuations Rules, 2017) Rules, for the valuation of investment property.

The fair value measurement for all of the investment property has been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

Considering the revenue generating potential of the existing built-up area, the Company follows discounted cash flows technique. Discounted cash flow approach is based on the present value of the future receivable net income (after development) from the leases/revenues. These cash flows are then discounted at an appropriate discounting rate linked with risk adjusted discounting factor to arrive at the sale value for the operational project components.

iii) During the year ended 31 March 2023, the Company has capitalized borrowing cost of Rs. Nil (31 March 2022: Rs. 337,927.96 thousand) to investment property under development at a weighted average capitalisation rate of Nil (31 March 2022: 11.36% per annum). Further, starting 1 January 2022, given the business scenario, the Company had decided to go slow on active development of the project and hence, the Company had suspended capitalisation of the borrowing cost.

iv) Sensitivity analysis

The table below shows the effect of a 1% change in assumption/input on the value of investment property:

Effect of change in assumption/input (%)	31 March 2023	31 March 2022
1% increase	(6,75,299.85)	(6,71,334.32)
1% decrease	7,17,117.95	7,22,812.74

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Spero Properties and Services Private Limited

CIN : U74999MH2017PTC302943

Notes to the financial statements for the year ended 31 March 2023

*(All amounts in Rs. thousands unless otherwise stated)***5 Loans-non current***

Particulars	As at	As at
	31 March 2023	31 March 2022
(Unsecured, considered good)		
Loan to related parties** (refer note 26)	4,00,000.00	4,00,000.00
Interest accrued but not due on loans to related parties (refer note 26)	1,19,551.35	78,156.29
	5,19,551.35	4,78,156.29

*The Company does not have any loans which are either credit impaired or where there is significant increase in credit risk.

**The Company has given loan to related parties, repayable on 10 March 2026. The rate of interest is 12% per annum. (31 March 2022: 12% per annum). Refer note 26.

6 Non-current other financial assets

Particulars	As at	As at
	31 March 2023	31 March 2022
Security deposit	495.00	495.00
	495.00	495.00

7 Income-tax assets

Particulars	As at	As at
	31 March 2023	31 March 2022
Advance income tax, including tax deducted at source	385.34	9,711.89
	385.34	9,711.89

8 Other non-current assets

Particulars	As at	As at
	31 March 2023	31 March 2022
Balances with statutory authorities	2,356.43	1,551.99
	2,356.43	1,551.99

9 Cash and cash equivalents

Particulars	As at	As at
	31 March 2023	31 March 2022
Balances with banks in current accounts	6,772.46	1,25,472.49
Bank deposits with original maturity upto three months	2,67,159.71	1,48,366.16
	2,73,932.17	2,73,838.65

10 Other current assets

Particulars	As at	As at
	31 March 2023	31 March 2022
Prepaid expenses	33.84	318.81
Advance to service providers	368.24	256.35
	402.08	575.16

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11 Equity share capital

Particulars	As at	As at
	31 March 2023	31 March 2022
Authorised		
100,000 (31 March 2022: 100,000) equity shares of Rs. 10 each	1,000.00	1,000.00
	1,000.00	1,000.00
Issued, subscribed and fully paid-up		
100,000 (31 March 2022: 100,000) equity shares of Rs. 10 each fully paid up	1,000.00	1,000.00
	1,000.00	1,000.00

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 2021	1,00,000	1,000	1,00,000	1,000
Issued during the year	-	-	-	-
As at 31 March 2022	1,00,000	1,000	1,00,000	1,000
Issued during the year	-	-	-	-
As at 31 March 2023	1,00,000	1,000.00	1,00,000	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 2023		As at 31 March 2022	
	Number of shares	% holding	Number of shares	% holding
BREP Asia SG L&T Holding (NQ) Pte Ltd	98,892	98.89%	98,892	98.89%

iii) 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.

iv) 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.

v) Details of promoter shareholding

For details, refer note 29C

12 Instruments entirely equity in nature

Particulars	As at	As at
	31 March 2023	31 March 2022
34,011,500 (31 March 2022: 34,011,500) compulsorily convertible debentures of Rs 100 each	34,01,150.00	34,01,150.00
	34,01,150.00	34,01,150.00

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 2021	3,40,11,500.00
Issued during the year	-	-
As at 31 March 2022	3,40,11,500.00	34,01,150.00
Issued during the year	-	-
As at 31 March 2023	3,40,11,500.00	34,01,150.00

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

Name of the debentureholder	As at 31 March 2023		As at 31 March 2022	
	Number of debentures	% holding	Number of debentures	% holding
BREP Asia SG L&T Holding (NQ) Pte Ltd	3,36,34,789	98.89%	3,36,34,789	98.89%

iii) 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 Rs. 100 each aggregating to Rs. 3,401,150.00 thousand. Every 1,000 CCDs of Rs 100 each shall convert into 10,000 equity shares having a face value of Rs 10 each at any time post 5 years from the date of issue, at the option of holders of the CCDs. These CCDs do not carry any coupon and are interest free.

iv) Details of promoter's CCD holding

For details, refer note 29D



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13 Other equity

Particulars	As at 31 March 2023	As at 31 March 2022
Reserves and surplus		
Retained earnings		
Balance at the beginning of the year	(1,37,199.73)	(15,816.57)
Add: Loss during the year	(5,22,694.42)	(1,21,383.16)
Balance at the end of the year	(6,59,894.15)	(1,37,199.73)
Total of other equity	(6,59,894.15)	(1,37,199.73)

Retained earnings:

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

14 Borrowings - non-current

Particulars	As at 31 March 2023	As at 31 March 2022
Unsecured		
Non convertible debentures (refer note 26)	49,48,751.18	49,48,596.11
	49,48,751.18	49,48,596.11

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

I. For non convertible debentures Rs. 4,950,000.00 thousand (listed on wholesale debt market segment of BSE Limited), outstanding amount Rs. 4,950,000.00 thousand (31 March 2022: 4,950,000.00)

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)	Total
Balance as at 1 April 2021	40,00,000.00	5,47,680.00	45,47,680.00
Payment of non current borrowings	(40,00,000.00)	-	(40,00,000.00)
Proceeds from non-convertible debentures	49,48,596.11	-	49,48,596.11
Interest expense	-	5,11,671.10	5,11,671.10
Interest paid	-	(7,43,130.89)	(7,43,130.89)
Balance as at 31 March 2022	49,48,596.11	3,16,220.21	52,64,816.32
Interest expense	-	5,55,758.95	5,55,758.95
Non cash adjustments	155.07	(0.01)	155.06
Balance as at 31 March 2023	49,48,751.18	8,71,979.15	58,20,730.33



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Spero Properties and Services Private Limited

CIN : U74999MH2017PTC302943

Summary of significant accounting policies and other explanatory information for the year ended 31 March 2023*(All amounts in Rs. thousands unless otherwise stated)***15 Other financial liabilities - non-current**

Particulars	As at	As at
	31 March 2023	31 March 2022
Interest accrued but not due on borrowings (refer note 26)	8,71,979.15	3,16,220.21
	8,71,979.15	3,16,220.21

16 Trade payables*

Particulars	As at	As at
	31 March 2023	31 March 2022
Total outstanding dues of micro enterprises and small enterprises (refer note below)	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,282.74	11,259.72
	6,282.74	11,259.72

Note:

Particulars	As at	As at
	31 March 2023	31 March 2022
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.

* Refer note 29B for ageing details.

17 Other current liabilities

Particulars	As at	As at
	31 March 2023	31 March 2022
Payable to statutory authorities	406.53	189.36
	406.53	189.36



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Spero Properties and Services Private Limited

CIN : U74999MH2017PTC302943

Notes to the financial statements for the year ended 31 March 2023

(All amounts in Rs. thousands unless otherwise stated)

18 Other income

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest income -		
on loan to related party	45,994.52	55,137.20
on bank deposits	13,232.93	2,262.71
on income-tax refund	506.57	-
Other non operating revenue -		
Excess provision written back	-	61.13
	59,734.02	57,461.04

19 Employee benefits expense

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries and wages	926.11	624.61
Contribution to provident and other funds	28.50	16.63
Staff welfare expenses	-	11.80
	954.61	653.04

20 Finance costs

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest on borrowings	5,55,758.95	1,73,743.14
	5,55,758.95	1,73,743.14

During the year ended 31 March 2023, the Company has capitalized borrowing cost of Rs. Nil (31 March 2022: Rs. 337,927.96 thousand) to investment property under development at a weighted average capitalisation rate of Nil (31 March 2022: 11.36% per annum). Further, starting 1 January 2022, given the business scenario, the Company had decided to go slow on active development of the project and hence, the Company had suspended capitalisation the borrowing cost.

21 Other expenses

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Legal and professional	4,963.27	3,046.18
Insurance expense	63.02	111.69
Auditor's remuneration (refer note 24)	2,108.00	932.50
Rates and taxes	5,045.24	327.06
Advertising expenses	116.28	27.36
Travelling and conveyance expenses	15.63	-
Miscellaneous expenses	7.39	3.23
	12,318.83	4,448.02

22 Tax expense

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Current tax (including earlier years)	13,396.05	-
Income tax expense reported in the Statement of Profit or Loss	13,396.05	-

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 2022: 26%) 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	(5,09,298.37)	(1,21,383.16)
Accounting loss before income tax	(5,09,298.37)	(1,21,383.16)
At India's statutory income tax rate of 27.82% (31 March 2022: 26%)	(1,41,686.81)	(31,559.62)
Tax effect of amounts which are not deductible in calculating taxable income:		
Tax impact of unrecognised deferred tax on expenses allowed on payment basis	(1,54,612.14)	(31,559.62)
Tax impact of earlier year items	(470.72)	-
Tax expense	13,396.05	-



22 Tax expense (cont'd)

During the previous years, the Company has decided not to recognise deferred tax asset on expenses allowed on payment basis under Income-tax Act 1961, in the absence of probability of realization of deferred tax asset in the near future:

Unrecognised deferred tax assets	As at	As at
	31 March 2023	31 March 2022
Expenses allowed on payment basis	6,92,931.48	1,37,172.53
Unrecognised deferred tax on above	1,92,773.54	35,664.85

23 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	For the year ended
	31 March 2023	31 March 2022
Net loss for the year attributable to equity shareholders	(5,22,694.42)	(1,21,383.16)
Nominal value of equity share (Rupees)	10.00	10.00
Total number of equity shares outstanding at the beginning of the year	1,00,000	1,00,000
	3,40,11,500	3,40,11,500
Total number of compulsorily convertible debentures outstanding at the beginning of the year		
Total number of equity shares outstanding at the end of the year	1,00,000	1,00,000
Total number of compulsorily convertible debentures outstanding at the end of the year*	3,40,11,500	3,40,11,500
Weighted average number of shares and compulsorily convertible debentures considered for calculation of basic and diluted earning per share	34,02,15,000	34,02,15,000
Earning per share - basic and diluted (Rupees)	(1.54)	(0.36)

*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.

24 Auditor's remuneration*

Particulars	For the year ended	For the year ended
	31 March 2023	31 March 2022
For audit fees#	1,650.00	850.00
For other services	400.00	75.00
For reimbursement of expenses	58.00	7.50
	2,108.00	932.50

*Excluding taxes

#Includes audit fee in relation to audit of special purpose financial statements

25 Segment information

The Company's primary business segment is reflected based on principal business activities carried on by the Company i.e. leasing and 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 will derive its major revenues from leasing business. The Company is operating in India which is considered as a single geographical segment.



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Spero Properties and Services Private Limited

CIN : U74999MH2017PTC302943

Notes to the financial statements for the year ended 31 March 2023

(All amounts in Rs. thousands unless otherwise stated)

26 Related party transactions**i) Names of related parties and description of relationship****A Holding company**

BREP Asia SG L&T Holding (NQ) Pte Ltd

B Key management personnel

Mr. Shravan Chandra Sharma : Director (till 27 July 2022)
 Mr. Srejan Goyal : Director (from 27 July 2022)
 Mr. Alok Kumar Jain : Director
 Mr. Akshay Rajkumar Sharma : Company Secretary (from 01 September 2021)

C Fellow subsidiary companies*

One International Center Private Limited
 One Qube Realtors Private Limited
 Mariana Infrastructure Limited

D Investing entities

BREP Asia SBS L&T Holding (NQ) Ltd
 BREP VIII SBS L&T Holding (NQ) Ltd

*(With whom transactions have taken place during the year or previous year)

ii) Related party transactions

The following is a summary of related party transactions

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Loan given to:		
Mariana Infrastructure Limited	-	59,000.00
Loan repaid by:		
One Qube Realtors Limited	-	1,00,000.00
Long-term borrowing repaid:		
One International Center Private Limited	-	40,00,000.00
Non convertible debentures issued:		
BREP Asia SG L&T Holding (NQ) Pte Ltd	-	48,94,000.00
BREP Asia SBS L&T Holding (NQ) Ltd	-	47,000.00
BREP VIII SBS L&T Holding (NQ) Ltd	-	9,000.00
Interest expense on borrowings taken (including interest capitalised):		
One International Center Private Limited	-	1,95,450.89
BREP Asia SG L&T Holding (NQ) Pte Ltd	5,49,471.58	3,12,648.94
BREP Asia SBS L&T Holding (NQ) Ltd	5,276.90	3,002.99
BREP VIII SBS L&T Holding (NQ) Ltd	1,010.47	568.28
Interest income on loan given:		
Mariana Infrastructure Limited	45,994.52	43,170.08
One Qube Realtors Limited	-	11,967.12
Remuneration paid to KMP's:		
Mr. Akshay Rajkumar Sharma	926.11	624.61



26 Related party transactions (cont'd)

iii) Related party balances as at year end

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Loan given to:		
Mariana Infrastructure Limited	4,00,000.00	4,00,000.00
Non convertible debentures:		
BREP Asia SG L&T Holding (NQ) Pte Ltd	48,94,000.00	48,94,000.00
BREP Asia SBS L&T Holding (NQ) Ltd	47,000.00	47,000.00
BREP VIII SBS L&T Holding (NQ) Ltd	9,000.00	9,000.00
Instruments entirely equity in nature (compulsorily convertible debentures):		
BREP Asia SG L&T Holding (NQ) Pte Ltd	33,63,478.90	33,63,478.90
BREP Asia SBS L&T Holding (NQ) Ltd	32,062.60	32,062.60
BREP VIII SBS L&T Holding (NQ) Ltd	5,608.50	5,608.50
Interest accrued on borrowings:		
BREP Asia SG L&T Holding (NQ) Pte Ltd	8,62,120.52	3,12,648.94
BREP Asia SBS L&T Holding (NQ) Ltd	8,279.89	3,002.99
BREP VIII SBS L&T Holding (NQ) Ltd	1,578.75	568.28
Interest accrued on loan given:		
Mariana Infrastructure Limited	1,19,551.35	78,156.29

iv) Statement of maximum balance outstanding during the year

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Inter-corporate loans given:		
Mariana Infrastructure Limited	4,00,000.00	4,00,000.00



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27 Financial instruments - risk management

i) Financial instruments by category

Particulars	As at 31 March 2023		As at 31 March 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial assets measured at amortized cost*				
Cash and cash equivalents	2,73,932.17	2,73,932.17	2,73,838.65	2,73,838.65
Loans	5,19,551.35	5,19,551.35	4,78,156.29	4,78,156.29
Other financial assets	495.00	495.00	495.00	495.00
Total	7,93,978.52	7,93,978.52	7,52,489.94	7,52,489.94
Financial liabilities measured at amortized cost				
Borrowings	49,48,751.18	49,48,751.18	49,48,596.11	49,48,596.11
Trade payables	6,282.74	6,282.74	11,259.72	11,259.72
Other financial liabilities	8,71,979.15	8,71,979.15	3,16,220.21	3,16,220.21
Total	58,27,013.07	58,27,013.07	52,76,076.04	52,76,076.04

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

(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, 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	As at
		31 March 2023	31 March 2022
A: Low credit risk	Cash and cash equivalents, other bank balances, loans and other financial assets	7,93,978.52	7,52,489.94

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.



27 Financial instruments - risk management (cont'd)

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 2023	Less than 1 year	1-5 years	Above 5 years	Total
Non-derivatives				
Borrowings (including interest accrued)	-	8,71,979.15	49,50,000.00	58,21,979.15
Trade payables	6,282.74	-	-	6,282.74
	6,282.74	8,71,979.15	49,50,000.00	58,28,261.89
As at 31 March 2022	Less than 1 year	1-5 years	Above 5 years	Total
Non-derivatives				
Borrowings (including interest accrued)	-	3,16,220.21	49,50,000.00	52,66,220.21
Trade payables	11,259.72	-	-	11,259.72
	11,259.72	3,16,220.21	49,50,000.00	52,77,479.93

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. Therefore 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.

28 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 2023	31 March 2022
Total borrowings (including interest accrued)	58,20,730.33	52,64,816.32
Less: Cash and cash equivalents	(2,73,932.17)	(2,73,838.65)
Adjusted net debt	55,46,798.16	49,90,977.67
Total equity	27,42,255.85	32,64,950.27
Adjusted net debt to total equity ratio	2.02	1.53



29 Disclosures as per the requirements of Division II of Schedule III to the Act

A Ageing schedule of investment property under development

(₹ in thousands)					
31 March 2023	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress temporarily suspended	-	3,47,298.40	4,29,390.58	69,95,864.10	77,72,553.08

(₹ in thousands)					
31 March 2022	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress temporarily suspended	3,51,632.01	4,29,390.58	69,95,864.10	-	77,76,886.69

B Ageing schedule of trade payables

(₹ in thousands)						
31 March 2023	Outstanding from the due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro, small and medium enterprises	-	-	-	-	-	-
Others	-	4,533.44	1,749.30	-	-	6,282.74
Total	-	4,533.44	1,749.30	-	-	6,282.74

(₹ in thousands)						
31 March 2022	Outstanding from the due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Micro, small and medium enterprises	-	-	-	-	-	-
Others	-	3,268.58	7,991.14	-	-	11,259.72
Total	-	3,268.58	7,991.14	-	-	11,259.72

C Details of promoter's shareholding

Name of promoter	31 March 2023			31 March 2022		
	Number of shares	% of total shares	% change during the year	Number of shares	% of total shares	% change during the year
BREP Asia SG L&T Holding (NQ) Pte Ltd	98,892	98.89%	0.00%	98,892	98.89%	0.00%
Total	1,00,000	100.00%	-	1,00,000	100.00%	-

D Details of promoter holding compulsorily convertible debentures

Name of promoter	31 March 2023			31 March 2022		
	Number of debentures	% of total debentures	% change during the year	Number of debentures	% of total debentures	% change during the year
BREP Asia SG L&T Holding (NQ) Pte Ltd	3,36,34,789	98.89%	0.00%	3,36,34,789	98.89%	0.00%
Total	3,40,11,500	100.00%	-	3,40,11,500.00	100.00%	-

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30 Financial ratios

Ratio	Measurement unit	Numerator	Denominator	As at	As at	Change	Remarks
				31 March 2023	31 March 2022		
				Ratio	Ratio		
Current ratio	Times	Current assets	Current liabilities	41.01	23.97	71.11%	Refer Note A below
Debt-equity ratio	Times	Total debt [Non-current borrowings + Current borrowings]	Total equity	1.80	1.52	19.06%	Refer Note D below

Ratio	Measurement unit	Numerator	Denominator	For the year ended	For the year ended	Change	Remarks
				31 March 2023	31 March 2022		
				Ratio	Ratio		
Debt service coverage ratio	Times	Earnings before depreciation and amortisation and interest [Loss after tax + Depreciation and amortisation expense + Finance costs]	Interest expense (including capitalised) + Principal repayment (including prepayments)	0.08	0.10	-14.86%	Refer Note D below
Return on equity ratio	Percentage	Loss after tax	Average of total equity	-17.40%	-3.65%	376.19%	Refer Note B below
Inventory turnover ratio	Times	Costs of materials consumed	Average inventories	Not applicable	Not applicable	Not applicable	
Trade receivables turnover ratio	Times	Revenue from operations	Average trade receivables	Not applicable	Not applicable	Not applicable	
Trade payables turnover ratio	Times	Purchases + other expenses	Average trade payables	Not applicable	Not applicable	Not applicable	
Net capital turnover ratio	Times	Revenue from operations	Working capital [Current assets - Current liabilities]	Not applicable	Not applicable	Not applicable	
Net profit ratio	Percentage	Profit after tax	Revenue from operations	Not applicable	Not applicable	Not applicable	
Return on capital employed	Percentage	Earnings before depreciation and amortisation, interest and tax = Loss before tax + Depreciation and amortisation expense + Finance costs	Capital employed [Total assets - Current liabilities + Current borrowings]	0.39%	0.61%	-37.10%	Refer Note C below
Return on investment	Percentage	Interest income on bank deposits and loan given	Current and non-current bank deposits and loan given	8.94%	10.47%	-14.59%	Refer Note D below

Notes:

- A The increase is on account of decrease in balance of trade payables due to payments made towards old outstanding balances during the year.
- B The variance is on account of increase in loss during the current year. The increase in losses is majorly due to non-capitalisation of the interest expenses in investment property and now charged to Statement of Profit and Loss unlike previous year.
- C The variance is on account of increase in loss during the current year. The increase in losses is majorly due to non-capitalisation of the property tax expenses in investment property and now charged to Statement of Profit and Loss unlike previous year.
- D The change in ratio is less than 25% as compared to previous year and hence, no explanation required to be furnished.

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Spero Properties and Services Private Limited

CIN : U74999MH2017PTC302943

Notes to the financial statements for the year ended 31 March 2023

(All amounts in Rs. thousands unless otherwise stated)

- 31 As per Section 135 of the Act, Schedule VII and Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company had incurred losses during the previous three years and hence was not required to spend any amount towards Corporate Social Responsibility activities.
- 32 All loans as disclosed in respective notes are provided for business purposes.
- 33 The Company is engaged in the business of providing infrastructural facilities as per section 186(11) read with Schedule III of the Act, accordingly disclosures under section 186(4) of the Act is not applicable.
- 34 As per the Indian transfer pricing legislation under the Income-tax Act, 1961 the Company is required to use specified methods for computing arm's length price in relation to international transactions. Further, Company is required to maintain prescribed information and documents in relating to such transactions. The appropriate method to be adopted will depend on the nature of transactions/class of transactions, class of associated persons, functions performed and other factors, which have been prescribed. The Company is in the process of conducting a transfer pricing study for the current financial year. Based on the preliminary study, the management is of the view that the same would not have a material impact on the tax expenses provided for in these financial statements. Accordingly, these financial statements do not include any adjustments for the transfer pricing implications, if any.
- 35 Other statutory information:
- A The Company has not advanced or loaned or invested funds to any person or any entity, including foreign entities (Intermediaries) with the understanding that the intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by a or on behalf of the Company (Ultimate Beneficiaries); or
- (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.
- B The Company has not received any fund from any person or any entity, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by a or on behalf of the Funding Party (Ultimate Beneficiaries); or
- (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- C The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- D The Company does not have any transactions and outstanding balances during the current as well previous year with Companies struck off under section 248 of the Act or section 560 of Companies Act, 1956.
- E The Company does not have any charges or satisfaction which is yet to be registered with Registrar of the Company beyond the statutory period.
- F The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- G The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).
- H The title deeds of all the immovable properties are held by the Company.
- I The Company has not taken any facility from banks or financial institutions and has not been declared as willful defaulter by the bank or financial institution (as defined under Companies Act, 2013) or consortium thereof, in accordance with the guideline on willful defaulter issued by the Reserve Bank of India.
- J The Company has complied with numbers of layers prescribed under Rule (87) of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017.
- K The title deeds of all the immovable properties including investment properties held by the Company are held in the name of the Company.

For **Walker Chandio & Co LLP**

Chartered Accountants

Firm's registration number: 001076N/N500013

Manish Agrawal
Partner

Membership No.: 507000

Place: Bengaluru

Date: 24 May 2023



For and on behalf of the Board of Directors of

Spero Properties and Services Private Limited

Srejan Goyal
Director

DIN: 09292309

Place: Mumbai

Date: 24 May 2023

Alok Kumar Jain
Director

DIN: 07618572

Place: Mumbai

Date: 24 May 2023

Akshay Sharma
Company Secretary

Membership No.: A50318

Place: Mumbai

Date: 24 May 2023

