Walker Chandiok & Co LLP
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Independent Auditor's Report

To the Members of SpiceTech System Private Limited

Report on the Audit of the Financial Statements

Qualified Opinion

1. We have audited the accompanying financial statements of SpiceTech System Private Limited ('the Company'), which comprise the Balance Sheet as at March 31, 2025, 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 material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, 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 March 31, 2025, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

3. We report that the Company is in non-compliance with various laws and regulations applicable to the Company as detailed in Note 31 to the accompanying financial statements. Pending regularising of these non-compliances under the respective laws and regulations, the management is of the view that the impact of the aforesaid non-compliances on the accompanying financial statements is presently unascertainable. In the absence of necessary computation on account of possible fines and penalties, we are unable to comment on the adjustments, if any, that may be required to the accompanying financial statements on account of aforesaid matter.

4. 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 qualified opinion.

Material Uncertainty Related to Going Concern

5. We draw attention to Note 33 to the accompanying financial statements which describes that the Company has incurred a net loss of Rs. 17.56 million during the year ended March 31, 2025 and, as of that date, the Company's accumulated losses aggregate to Rs. 78.25 million which has resulted in complete erosion of its net worth and the current liabilities exceed the current assets by Rs. 114.55 million. The Holding Company, SpiceJet Limited, has disclosed a material uncertainty in relation to going concern in their financial statements for the year ended March 31, 2025, which may have a corresponding impact on the Company's ability to continue as a going concern as further explained in the said note. These conditions together with other matters as described in the aforesaid note, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, based on management's assessment of future cash flow projections and financial support provided by the Holding Company, the management is of the view that the going concern basis of accounting is appropriate for preparation of these financial statements. Our opinion above is not modified in respect of this matter.

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

6. The Company's Board of Directors are responsible for the other information. Other information comprises the information included in the Directors' Report, but does not include the financial statements and our auditor's report thereon.

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

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

   The Directors' Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

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

9. The Board of Directors is 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. 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.

Report on Other Legal and Regulatory Requirements

13. Based on our audit, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable.

14. As required by 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, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

15. Further to our comments in Annexure A, 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 except for the matter described in the Basis for Qualified Opinion section, 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) Except for the effects of the matter described in the Basis for Qualified Opinion section and except for the matters stated in paragraph 15(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), 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) Except for the effects of the matter described in the Basis for Qualified Opinion section, in our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;

    e) The matters described in paragraph 3 under the Basis for Qualified Opinion section and paragraph 4 under Material uncertainty related to Going concern section, in our opinion, may have an adverse effect on the functioning of the Company;

    f) 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 March 31, 2025 from being appointed as a director in terms of section 164(2) of the Act;

    g) The qualifcation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 15(b) above on reporting under section 143(3)(b) of the Act and paragraph 15(i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);

    h) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on March 31, 2025 and the operating effectiveness of such controls, refer to our separate report in Annexure B wherein we have expressed a qualified opinion; and

    i) 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 March 31, 2025;

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

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

iv.(a) The management has represented that, to the best of its knowledge and belief, as disclosed in Note 36A 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 person 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 36B to the financial statements, no funds have been received by the Company from any person 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.

v. The Company has not declared or paid any dividend during the year ended March 31, 2025; and

vi. As stated in Note 34 of the financial statements and based on our examination, the Company, in respect of financial year commencing on April 01, 2024, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility. However, the audit trail feature in the accounting software used for maintenance of books of account was not enabled throughout the year.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sd/-
Madhu Sudan Malpani
Partner
Membership No.: 517440

UDIN: 25517440BMLKER8577

Place: Gurugram
Date: June 13, 2025

Annexure A referred to in paragraph 14 of the Independent Auditor's Report of even date to the members of SpiceTech System Private Limited on the financial statements for the year ended March 31, 2025

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) The Company does not have any property, plant and equipment, intangible assets, right-of-use assets or investment property and accordingly, reporting under clause 3(i) of the Companies (Auditor's Report) Order, 2020 (hereinafter referred to as 'the Order') is not applicable to the Company.

(ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.

(iv) The Company has not entered into any transaction covered under sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii)(a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have not been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payable in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

Name of the statute#	Nature of the dues	Amount # (Rs. in millions)	Period to which the amount relates	Due Date	Date of Payment
Integrated Goods and Services Tax (IGST) Act, 2017	IGST liability (inclusive of RCM liability)	23.36	Financial year 2021-22	Multiple dates	Not paid
Central Goods and Services Tax (CGST) Act, 2017	CGST liability	32.95	Financial year 2021-22 to 2023-24	Multiple dates	Not paid
State Goods and Services Tax (SGST) Act, 2017	SGST liability	32.95	Financial year 2021-22 to 2023-24	Multiple dates	Not paid
Central Goods and Services Tax (CGST) Act, 2017	CGST liability	8.27	April 1, 2024 to August 31, 2024	Multiple dates	Not paid
State Goods and Services Tax (SGST) Act, 2017	SGST liability	8.27	April 1, 2024 to August 31, 2024	Multiple dates	Not paid

 # inclusive of interest

Annexure A referred to in paragraph 15 of the Independent Auditor's Report of even date to the members of SpiceTech System Private Limited on the financial statements for the year ended March 31, 2025 (cont'd)

(b) According to the information and explanations given to us, we report that there are no statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income-tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) According to the information and explanations given to us, we report that the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

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

(b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act, has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

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

(xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements etc., as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 of the Act.

(xiv) According to the information and explanations given to us, the Company is not required to and consequently, does not have an internal audit system as per the provisions of section 138 of the Act. Accordingly, reporting under clause 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.

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

(d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

Annexure A referred to in paragraph 15 of the Independent Auditor's Report of even date to the members of SpiceTech System Private Limited on the financial statements for the year ended March 31, 2025 (cont'd)

(xvii) The Company has incurred cash losses in the current financial year and in the immediately preceding financial years amounting to Rs. 9.29 million and Rs. 11.30 million respectively. For the purpose of reporting under this clause, while arriving at the amount of cash losses, the possible effects of the qualification as described in 'Basis for Qualified Opinion' sections of our FS audit report and the FS audit report for the immediately preceding financial year in respect of which we are unable to determine the effect thereof on the cash losses reported under this clause due to lack of necessary information.

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

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions in our opinion, a material uncertainty exists as on the date of the audit report indicating that Company may not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. Refer 'Material Uncertainty related to Going Concern' in our FS audit report.

(xx) According to the information and explanations given to us, the Company does not meet the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sd/-

Madhu Sudan Malpani
Partner
Membership No.: 517440

UDIN: 25517440BMLKER8577

Place: Gurugram
Date: June 13, 2025

Annexure B to the Independent Auditor's Report of even date to the members of SpiceTech System Private Limited, on the financial statements for the year ended March 31, 2025

Independent Auditor's Report on the internal financial controls with reference to 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 SpiceTech System Private Limited ('the Company') as at and for the year ended March 31, 2025, 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 qualified 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 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.

Annexure B to the Independent Auditor's Report of even date to the members of SpiceTech System Private Limited, on the financial statements for the year ended March 31, 2025 (cont'd)

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.

Qualified opinion

8. According to the information and explanations given to us and based on our audit, the following material weakness has been identified in the operating effectiveness of the Company's internal financial controls with reference to financial statements as at March 31, 2025:

   The Company's internal financial controls over estimation of consequences towards non-compliance with laws and regulations as more fully explained in Note 31 to the financial statements, were not operating effectively, which could potentially result in an inappropriate assessment of the accuracy and completeness of provision of fine and penalties. This could lead to a potential material misstatement in the value of fine and penalties payable and its consequential impact on the loss after tax, reserves and surplus and related disclosures in respect thereof as at and for the year ended March 31, 2025.

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

9. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements as at March 31, 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI, and except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company's internal financial controls with reference to financial statements were operating effectively as at March 31, 2025.

10. We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company as at and for the year ended March 31, 2025, and the material weakness has affected our opinion on the financial statements of the Company and we have issued a qualified opinion on the financial statements.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Sd/-

Madhu Sudan Malpani
Partner
Membership No.: 517440

UDIN: 25517440BMLKER8577

Place: Gurugram
Date: June 13, 2025

SpiceTech System Private Limited
CIN: U72900DL2020PTC373102
Balance Sheet as at March 31, 2025
(All amounts are in millions of Indian Rupees, unless otherwise stated)

	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Intangible assets under development	3	-	12.50
Income-tax assets (net)	4	77.67	56.24
Total non-current assets		**77.67**	**68.74**
Current assets			
Financial assets			
Trade receivables	5	126.64	3.48
Cash and cash equivalents	6	0.92	0.40
Other financial assets	7	4.67	321.26
Other current assets	8	0.11	0.05
Total current assets		**132.34**	**325.19**
Total assets		**210.01**	**393.93**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	9	0.15	0.15
Other equity	10	(53.12)	(41.24)
Total equity		**(52.97)**	**(41.09)**
Non-current liabilities			
Provisions	11	16.09	12.91
Total non-current liabilities		**16.09**	**12.91**
Current liabilities			
Financial liabilities			
Trade payables	12		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		47.28	48.51
Other financial liabilities	13	30.51	28.01
Other current liabilities	14	165.31	342.37
Provisions	15	3.79	3.22
Total current liabilities		**246.89**	**422.11**
Total equity and liabilities		**210.01**	**393.93**

Summary of material accounting policies. 2

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

This is the balance sheet referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.: 001076N/N500013

Sd/-
Madhu Sudan Malpani
Partner
Membership No: 517440

Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors
SpiceTech System Private Limited

Sd/-
Ajay Singh
Director
DIN No: 01360684

Place: Gurugram
Date: June 13, 2025

Sd/-
Shiwani Singh
Director
DIN No: 05229788

Place: Gurugram
Date: June 13, 2025

SpiceTech System Private Limited
CIN: U72900DL2020PTC373102
Statement of Profit and Loss for the year ended March 31, 2025
(All amounts are in millions of Indian Rupees, unless otherwise stated)

	Notes	Year ended March 31, 2025	Year ended March 31, 2024
INCOME			
Revenue from operations	16	240.81	221.68
Other income	17	-	2.50
Total income		**240.81**	**224.18**
EXPENSES			
Employee benefits expense	18	221.63	216.80
Finance costs	19	18.02	15.83
Other expenses	20	18.72	19.21
Total expenses		**258.37**	**251.84**
Loss before tax		**(17.56)**	**(27.66)**
Tax expense	21	-	-
Loss after tax		**(17.56)**	**(27.66)**
Other comprehensive income:			
Items that will not be reclassified to statement of profit and loss:			
Remeasurement loss on defined benefit obligations		(0.89)	(0.63)
Income tax impact		-	-
Other comprehensive income for the year		**(0.89)**	**(0.63)**
Total comprehensive income for the year		**(18.45)**	**(28.29)**
Earnings per share	22		
Basic		(123.02)	(188.57)
Diluted		(123.02)	(188.57)
Summary of material accounting policies.	2		

The accompanying notes form 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 Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.: 001076N/N500013

Sd/-
Madhu Sudan Malpani
Partner
Membership No: 517440

Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors
SpiceTech System Private Limited

Sd/-
Ajay Singh
Director
DIN No: 01360684

Place: Gurugram
Date: June 13, 2025

Sd/-
Shiwani Singh
Director
DIN No: 05229788

Place: Gurugram
Date: June 13, 2025

SpiceTech System Private Limited
CIN: U72900DL2020PTC373102
Statement of Cash Flow for the year ended March 31, 2025
(All amounts are in millions of Indian Rupees, unless otherwise stated)

	Year ended March 31, 2025	Year ended March 31, 2024
A. Cash flows from operating activities		
Loss before tax	(17.56)	(27.66)
Adjustments for:		
Share based payment expense	6.57	12.09
Advances/intangible assets written off	1.70	4.27
Liabilities/provision no longer required written back	-	(2.50)
Operating loss before working capital changes	**(9.29)**	**(13.80)**
Movements in working capital:		
Trade receivables	(123.16)	37.08
Other current financial assets	314.89	(275.13)
Other current assets	(0.06)	(0.04)
Trade payables	(1.23)	16.70
Other financial liabilities	15.00	(4.01)
Provisions	2.86	3.18
Other current liabilities	(177.06)	257.76
Cash flows from operations	**21.95**	**21.74**
Income-taxes paid	(21.43)	(21.45)
Net cash flows from operating activities	**0.52**	**0.29**
B. Cash flows from investing activities		
Net cash flow from investing activities	-	-
C. Cash flows from financing activities		-
Net cash flows from financing activities	-	-
Net Increase in cash and cash equivalents	**0.52**	**0.29**
Cash and cash equivalents at the beginning of the year	0.40	0.11
Cash and cash equivalents at the end of the year	**0.92**	**0.40**
Notes :		
Components of cash and cash equivalents		
Balance with banks in current accounts	0.92	0.40
Total cash and cash equivalents (refer note 6)	**0.92**	**0.40**

The "Statement of Cash Flow" has been prepared as per the Indirect method as set out in Ind AS 7 "Statement of Cash Flow".

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

This is the statement of cash flow referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.: 001076N/N500013

Sd/-

Madhu Sudan Malpani
Partner
Membership No: 517440

Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors
SpiceTech System Private Limited

Sd/-

Ajay Singh
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DIN No: 01360684

Place: Gurugram
Date: June 13, 2025

Sd/-

Shiwani Singh
Director
DIN No: 05229788

Place: Gurugram
Date: June 13, 2025

SpiceTech System Private Limited
CIN: U72900DL2020PTC373102
Statement of Changes in Equity for the year ended March 31, 2025
(All amounts are in millions of Indian Rupees, unless otherwise stated)

A. Equity share capital*

Particulars	Number	Amount
As at April 1, 2023	**150,000**	**0.15**
Changes in equity share capital during the year	-	-
As at March 31, 2024	**150,000**	**0.15**
Changes in equity share capital during the year	-	-
As at March 31, 2025	**150,000**	**0.15**

B. Other equity**

Particulars	Share options outstanding account	Retained earnings	Total other equity
As at April 1, 2023	**6.47**	**(31.51)**	**(25.04)**
Loss for the year	-	(27.66)	(27.66)
Other comprehensive income for the year	-	(0.63)	(0.63)
Total comprehensive income	**-**	**(28.29)**	**(28.29)**
Transactions with owners in their capacity as owners:			
Share based payment expense***	12.09	-	12.09
As at March 31, 2024	**18.56**	**(59.80)**	**(41.24)**
Loss for the year	-	(17.56)	(17.56)
Other comprehensive income for the year	-	(0.89)	(0.89)
Total comprehensive income	**-**	**(18.45)**	**(18.45)**
Transactions with owners in their capacity as owners:			-
Share based payment expense***	6.57	-	6.57
As at March 31, 2025	**25.13**	**(78.25)**	**(53.12)**

**Refer note 9 for details.*
***Refer note 10 for details.*
****Refer note 24 and 26(b) for details.*

The accompanying notes form 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 Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.: 001076N/N500013

Sd/-
Madhu Sudan Malpani
Partner
Membership No: 517440

Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors
SpiceTech System Private Limited

Sd/-
Ajay Singh
Director
DIN No: 01360684

Place: Gurugram
Date: June 13, 2025

Sd/-
Shiwani Singh
Director
DIN No: 05229788

Place: Gurugram
Date: June 13, 2025

1. Corporate information

SpiceTech System Private Limited ('the Company') is domiciled in India. The registered office of the Company is 318, 3rd Floor, H-6, Aggarwal Tower, Netaji Subhash Place, Pitampura, New Delhi 110034. The Company was incorporated on November 11, 2020 (CIN - U72900DL2020PTC373102) under the Companies Act, 2013 ('the Act'). The Company is in the business of providing information technology and related support services.

The financial statements were approved for issue by the board of directors on June 13, 2025.

2. A. Summary of material accounting policies

The financial statements have been prepared using the material accounting policies and measurement bases summarised below. These policies have been consistently applied to all the years presented, unless otherwise stated.

a) Basis of preparation of financial statements

i. Statement of compliance

The financial statements of the Company for the year ended March 31, 2025 have been prepared in accordance with Indian Accounting Standards ('Ind AS') as prescribed under Section 133 of the Act read together with the Companies (Indian Accounting Standards) Rules 2015, as amended.

The financial statements are presented in Indian Rupees (₹) (functional and presentation currency of the Company) and all values are rounded off to the nearest millions, except where otherwise indicated.

ii. Historical cost convention

The financial statements have been prepared on the historical cost basis, except for certain financial assets and financial liabilities that are measured at fair value or amortised cost.

b) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.
The Company has identified twelve months as its operating cycle.

c) Intangible assets under development

Development costs that are directly attributable to the design and testing of identifiable and unique software products are recognised as intangible assets under development where the following criteria are met:

- It is technically feasible to complete the software so that it will be available for use;
- Management intends to complete the software and use or sell it;

- There is an ability to use or sell the software;
- It can be demonstrated how the software will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the software are available; and
- The expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software include employee costs and an appropriate portion of relevant overheads.

d) Revenue from contracts with customer and interest income

Rendering of services

Revenue from contracts with customers is recognised when the services are provided to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those services. Revenue is measured at transaction price net of rebates, discounts and taxes. A receivable is recognised by the Company when the control is transferred as this is the case of point in time recognition where consideration is unconditional because only the passage of time is required. No significant element of financing is deemed present as the sales are either made with a nil credit term or with a credit period of 0-90 days.

The Company earns revenue primarily from providing information technology and related support services. Revenue is recognised when services are provided to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

Contract assets

A contract asset is the right to consideration in exchange for services transferred to the customer. If the Company performs by transferring services to a customer before the consideration is due and billed, a contract asset is recognised for the earned consideration.

Contract liabilities

A contract liability is the obligation to transfer services to a customer for which the Company has received consideration from the customer. If a customer pays consideration before the Company transfers services to the customer, a contract liability is recognized when the payment is made. Contract liabilities are recognized as revenue when the Company performs under the contract.

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.

e) Employee benefits

i. Short-term employee benefits

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

ii. Other long-term employee benefits

The Company also provides benefit of compensated absences to its employees (as per policy of the Company) which are in the nature of long-term employee benefit plan. The Company measures the expected cost of compensated absences which are expected to be settled within 12 months as an additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. Liability in respect of compensated absences becoming due and expected to be carried forward beyond twelve months are provided for based on the actuarial valuation using the projected unit credit method. Remeasurement gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

iii. Post-employment benefits

The Company operates the following post-employment schemes:

a. Defined benefit plans – gratuity

The Company has unfunded gratuity as defined benefit plan where the amount that an employee will receive on retirement is defined by reference to the employee's length of service and final salary. The gratuity plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method). This is based on standard rates of inflation, salary growth rate and mortality.

Discount factors are determined close to period end by reference to market yields on government bonds that have terms to maturity approximating the terms of the related liability. Service cost and net interest expense on the Company's defined benefit plan is included in employee benefits expense.

Actuarial gains/losses resulting from re-measurements of the defined benefit obligation are included in other comprehensive income.

b. Defined contribution plan – provident fund

Contribution towards provident fund is made to the regulatory authorities, where the Company has no further obligations. The Company recognizes contribution paid as an expense, when an employee renders the related service.

f) Share-based payment expense

The Company has granted stock options under the Holding Company's Employee Stock Option Scheme namely Employee Stock Option Scheme 2017 and in its own Employee Stock Option Scheme namely Employee Stock Option Scheme 2021, whereby, the fair value of options granted is recognized as an employee benefit expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the fair value of the options granted. Total expense is recognized over the vesting period, which is the period over which all the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the service conditions.

g) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units ('CGU') fair value less cost of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period as relevant for asset or CGU tested for impairment. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a growth rate for subsequent years.

Impairment losses are recognized in the statement of profit and loss. After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the Company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation/amortization, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss

h) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

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). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax asset is recognised for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the 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 the deferred taxes related to the same taxable entity and the same taxation authority.

i) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

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.

j) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash on hand and at banks, which are subject to an insignificant risk of changes in value.

For the purpose of statement of cash flow, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

k) Financial instruments

Initial Recognition and measurement

Financial assets (except trade receivables) and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Subsequent measurement

Financial assets carried at amortised cost – A 'financial asset' 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 de-recognised when the contractual rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative 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.

l) Impairment of financial assets

The Company applies expected credit loss model for recognising impairment loss on financial assets measured at amortised cost.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk rather, it recognises impairment loss allowance based on lifetime expected credit loss ('ECL') at each reporting date, right from its initial recognition.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

Impairment loss allowance (or reversal) for the year is recognized in the statement of profit and loss.

m) Fair value measurement

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

n) Leases

The Company's lease agreements are primarily in respect of office premises. The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. For long-term leases, the Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

o) Contingent liabilities, contingent assets and provisions

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of Company or present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are disclosed only when inflow of economic benefits therefrom is probable and recognize only when realization of income is virtually certain.

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.

B. Recent accounting pronouncement

New and amended standards

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA has notified below new amendments which were effective from April 1, 2024.

(a) Introduction of Ind AS 117 - Insurance contracts
MCA notified Ind AS 117, a comprehensive standard that prescribe, recognition, measurement and disclosure requirements, to avoid diversities in practice for accounting insurance contracts and it applies to all companies i.e., to all "insurance contracts" regardless of the issuer. However, Ind AS 117 is not applicable to the entities which are insurance companies registered with IRDAI.

(b) Amendments to Ind AS 116 - Lease liability in a sale and leaseback
The amendments require an entity to recognise lease liability including variable lease payments which are not linked to index or a rate in a way it does not result into gain on right of use asset it retains.

Standards notified but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as amended from time to time. During the year ended March 31, 2025, MCA has notified following new standards or amendments to the existing standards applicable to the Company:

(a) Lack of exchangeability - Amendments to Ind AS 21: The amendments to Ind AS 21 "The Effects of Changes in Foreign Exchange Rates"
The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after April 01, 2025. When applying the amendments, an entity cannot restate comparative information. The Company has reviewed the new pronouncements and based on its evaluation has determined that these amendments do not have a significant impact on the financial statements.

(All amounts are in Indian Rupees, unless otherwise stated)

3. Intangible assets under development

Particulars	Amount
As at April 1, 2023	**12.50**
Additions	-
Deletions	-
As at March 31, 2024	**12.50**
Additions	-
Deletions (refer note ii)	(12.50)
As at March 31, 2025	**-**

Ageing schedule of intangible assets under development

As at 31 March 2024	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	12.50	-	-	**12.50**
Projects temporarily suspended	-	-	-	-	**-**

Notes

(i) There are no intangible assets under development whose budget has exceeded its cost compared to its original/revised plans.

(ii) During the current year, the Company has written off its intangible assets under development due to lack of technical feasibility.

(This space has been intentionally left blank)

(All amounts are in millions of Indian Rupees, unless otherwise stated)

	Particulars	As at March 31, 2025	As at March 31, 2024
4	**Income-tax assets (net)**		
	Advance income-tax	77.67	56.24
		77.67	**56.24**
5	**Trade receivables***		
	(Unsecured, considered good)		
	Trade receivables^	126.64	3.48
		126.64	**3.48**

Terms and conditions of the above financial assets:
Trade receivables are non interest bearing and carry a credit period generally between 30 and 90 days.

*The Company does not have any receivables which are either credit impaired or where there is significant increase in credit risk.
^Refer note 26(b) for details.

Ageing schedule of trade receivables

As at March 31, 2025	**Outstanding for following periods from the date of transaction**						
	Not due	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed trade receivables – considered good	-	126.64	-	-	3.48	-	130.13
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total	**-**	**126.64**	**-**	**-**	**3.48**	**-**	**130.13**

As at March 31, 2024	**Outstanding for following periods from the date of transaction**						
	Not due	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Undisputed trade receivables – considered good	-	-	-	3.48	-	-	3.48
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total	**-**	**-**	**-**	**3.48**	**-**	**-**	**3.48**

	Particulars	As at March 31, 2025	As at March 31, 2024
6	**Cash and cash equivalents**		
	Balances with banks in current accounts	0.92	0.40
		0.92	**0.40**
7	**Other current financial assets**		
	(Unsecured, considered good)		
	Advance to employees	1.11	0.23
	Contract assets^	3.56	321.03
		4.67	**321.26**

^Contract assets relates to unbilled revenue.

	Particulars	As at March 31, 2025	As at March 31, 2024
8	**Other current assets**		
	(Unsecured, considered good unless stated otherwise)		
	Advance to vendors/suppliers	0.11	0.05
		0.11	**0.05**

(All amounts are in millions of Indian Rupees, unless otherwise stated)

	Particulars	As at March 31, 2025	As at March 31, 2024
9	**Equity share capital**		
	Authorised share capital		
	(10,000,000 equity shares of Rs. 1 each)		
	As at beginning of the year	10.00	10.00
	Issued during the year	-	-
	As at the end of the year	**10.00**	**10.00**
	Issued, subscribed and paid-up capital		
	(150,000 equity shares of Rs. 1 each)		
	As at beginning of the year	0.15	0.15
	Issued during the year	-	-
	As at the end of the year	**0.15**	**0.15**

a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting year/period

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number	Value (Rs.)	Number	Value (Rs.)
Shares outstanding at the beginning of the year	150,000	0.15	150,000	0.15
Issued during the year	-	-	-	-
Shares outstanding at the end of the year	**150,000**	**0.15**	**150,000**	**0.15**

b) Terms/rights attached to class of shares

The Company has only one class of equity shares having a face value of Rs. 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Shares held by Holding Company

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number	Value (Rs.)	Number	Value (Rs.)
SpiceJet Limited	87,000	0.87	102,000	0.10

d) Details of shareholders holding more than 5 percent of equity share capital

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	% against total shares	Number of shares	% against total shares
SpiceJet Limited	87,000	58.00%	102,000	68.00%
Mr. Ajay Singh	48,000	32.00%	48,000	32.00%
Mr. Ashish Vikram	15,000	10.00%	-	0.00%

e) Details of promoter shareholding

Name of promoter	As at March 31, 2025			As at March 31, 2024		
	Number of shares	% of total shares	% change during the year	Number of shares	% of total shares	% change during the year
SpiceJet Limited	87,000	58.00%	14.71%	102,000	68.00%	0.00%

f) Buy back of shares, issue of bonus shares or shares issued without payment received in cash:

The Company did not buy-back any shares, nor there has been an issue of shares by way of bonus or issue of share pursuant to contract without payment being received in cash since the date of incorporation.

		As at March 31, 2025	As at March 31, 2024
10	**Other equity**		
(i)	**Share options outstanding account**		
	Balance at the beginning of the year	18.56	6.47
	Share based payment expense (refer note 24(b) for details).	6.57	12.09
	Balance at the end of the year	**25.13**	**18.56**
(ii)	**Retained earnings**		
	Balance at the beginning of the year	(59.80)	(31.51)
	Loss for the year	(17.56)	(27.66)
	Other comprehensive income for the year	(0.89)	(0.63)
	Balance at the end of the year	**(78.25)**	**(59.80)**

Share options outstanding account

This account is used to recognise the grant date fair value of the options issued to eligible employees pursuant to the Holding Company's and its own employee stock option plan.

Retained earnings

Retained earnings is used to record balance of statement of profit and loss.

(All amounts are in millions of Indian Rupees, unless otherwise stated)

	Particulars	As at March 31, 2025	As at March 31, 2024
11	**Provisions**		
	Provision for gratuity (refer note 25)	16.09	12.91
		16.09	**12.91**
12	**Trade payables***		
	Total outstanding dues of micro enterprises and small enterprises	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises	47.28	48.51
		47.28	**48.51**

*Refer note 26(b) for details.

There are no overdue amounts payable to micro and small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006. Further, the Company has not paid any interest to any micro and small enterprises during the current year.

Terms and conditions of the above financial liabilities:
Trade payables are non interest bearing and carry a credit period generally between 30 and 90 days.

Ageing schedule of trade payables

As at March 31, 2025	**Outstanding from the date of transaction**					
	Not due	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Total outstanding dues of micro enterprises and small enterprises - undisputed	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises - undisputed	47.28	-	-	-	-	47.28
Total	**47.28**	**-**	**-**	**-**	**-**	**47.28**

As at March 31, 2024	**Outstanding from the date of transaction**					
	Not due	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Total outstanding dues of micro enterprises and small enterprises - undisputed	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises - undisputed	48.51	-	-	-	-	48.51
Total	**48.51**	**-**	**-**	**-**	**-**	**48.51**

Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act, 2006")

i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	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
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
iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	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

13	**Other current financial liabilities**		
	Employee related payables	30.51	24.71
	Capital creditors*	-	3.30
		30.51	**28.01**

*There are no outstanding balances with micro enterprises and small enterprises.

14	**Other current liabilities**		
	Payable to statutory authorities	165.31	123.48
	Advance from customers*	-	169.92
	Other payables	-	48.97
		165.31	**342.37**

*Refer note 26(b) for details.

15	**Provisions**		
	Provision for gratuity (refer note 25)	0.88	0.59
	Provision for leave encashment (refer note 25)	2.91	2.62
		3.79	**3.22**

(All amounts are in millions of Indian Rupees, unless otherwise stated)

	Particulars	Year Ended March 31, 2025	Year ended March 31, 2024
16	**Revenue from operations**		
	Service income*	240.81	221.68
		240.81	**221.68**

*Refer note 26(b) for details.

Contract balances

Trade receivables are generally unsecured and are derived from revenue earned from customers which are located in India and abroad.

Particulars		
Trade receivables	126.64	3.48
Contract assets*	4.67	321.03
Contract liabilities*	-	169.92

Contract liabilities comprise of advance received for advance received from Holding Company w.r.t. Information Technology services. Contract assets relates to unbilled revenue.

* The Company has received advance from Holding Company against its services as the Company is not able to raise invoices due to cancellation of its goods and services tax registration.

17	**Other income**		
	Liabilities/provision no longer required written back	-	2.50
		-	**2.50**
18	**Employee benefit expenses**		
	Salaries, wages and bonus	200.67	191.32
	Contribution to provident and other funds (also refer note 31)	9.40	9.06
	Share based payment expense*	6.57	12.09
	Gratuity expense (also refer note 25)	3.70	3.22
	Staff welfare	1.29	1.11
		221.63	**216.80**

*Refer note 24 and 26(b) for details.

19	**Finance costs**		
	Interest on statutory dues	18.02	15.83
		18.02	**15.83**
20	**Other expenses**		
	Travelling and conveyance	4.06	3.81
	Rent*	7.94	8.28
	Legal and professional fees^	0.66	0.69
	Insurance	2.06	0.68
	Rates and taxes	1.18	-
	Advances/intangible assets written off	1.70	4.27
	Miscellaneous expenses	1.11	1.48
		18.72	**19.21**

*Refer note 26(b) and 32 for details.

^Payments to statutory auditors as (exclusive of goods and services tax)		
As auditor		
Audit fees	0.10	0.10
Tax audit fees	0.05	0.05

21	**Income tax expense**		
	Current tax	-	-
	Deferred tax	-	-
		-	-

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 25.168% 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 domestic tax rate

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Accounting loss before Income tax	(17.56)	(27.66)
At India's statutory income tax rate of 25.168% (31 March 2023: 25.168%)	(4.42)	(6.96)
Adjustments:		
Deferred tax not created on business losses	4.42	6.96
Income tax expense reported in the statement of profit and loss	-	-

(All amounts are in millions of Indian Rupees, unless otherwise stated)

Notes:

(i) The Company has decided not to recognise deferred tax asset on unabsorbed business losses (available for set off for a period of 8 years against future taxable business profits) in the absence of probability of realization of deferred tax asset in the near future.

Brought forward losses and unabsorbed depreciation for which no deferred tax assets have been recognised are attributable to the following:

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
Brought forward losses*	31.80	30.08
Unabsorbed depriciation	-	-
Net deferred tax asset	**31.80**	**30.08**

*The following table details the expiry of the brought forward tax losses

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
0-4 years	1.72	-
4-8 years	-	30.08
Total	**1.72**	**30.08**

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(All amounts are in millions of Indian Rupees, unless otherwise stated)

22 Earnings per share ('EPS')

Earnings per share ('EPS') is determined based on the net profit or loss attributable to the shareholders. 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, except where the result would be anti-dilutive.

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Loss after tax	(18.45)	(28.29)
Weighted average number of shares		
- Basic	150,000	150,000
- Diluted	150,000	150,000
Earnings per share		
- Basic	(123.02)	(188.57)
- Diluted	(123.02)	(188.57)

23 Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the Company's management to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates (accounted on a prospective basis) are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements and estimations that have been made by the management in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognised in the financial statements and/or key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

a) Recognition of deferred tax assets

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

b) Going concern assumption

Refer note 33 for details.

c) Defined benefit plans

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

d) Impairment of financial assets

The Company estimates the recoverable amount of trade receivables and other financial assets, where collection of the full amount is expected to be no longer probable. For individually significant amounts, this estimation is performed on an individual basis considering the length of time past due, financial condition of the counter - party, impending legal disputes, if any and other relevant factors.

e) Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset.

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(All amounts are in millions of Indian Rupees, unless otherwise stated)

24 Employee stock option plans

(a) During the year, the employees of the Company have been granted stock options under approved Employee Stock Option Scheme of SpiceJet Limited ('Holding Company'). The Company has recognised related expense of Rs. 3.02 million (March 31, 2023 Rs. 7.64 millions) with a credit to equity. The other relevant details of disclosure are included in Holding Company's standalone financial statements.

(b) The following share-based payment arrangements were in existence for the Company:

Employees Stock Option Scheme, 2021

The shareholders at the Extraordinary General Meeting held on May 26, 2021, approved an Employee Stock Option Scheme ('the Scheme') which provides for the grant of 1,000,000 stock options which will be granted to eligible employees of the Company determined by the Board, which are convertible into equivalent number of equity shares of Rs. 1 each as per the terms of the Scheme. Upon vesting, the employees can acquire one common equity share of the Company for every option. The stock options were granted on the dates as mentioned in table below.

The share based payment expense has been recognized based on the fair value of option at the date of grant in accordance with the Black-Scholes method.

Grant date	Number of options	Fair value per option (In Rs.)	Exercise price (In Rs.)	Expected volatility	Expected life (in years)	Expected dividend	Risk free return
May 30, 2023	437,000	22.44	1.00	23.50%	3.50 to 5.50	Nil	6.81% to 6.89%

The risk free return is the implied yield currently available on zero coupon government bonds, with a remaining term equal to the expected term of the option being valued.

Expected life of the option have been calculated by adding the vesting period and half of the exercise period.

Vesting period for the Scheme is 4 year graded vesting

The Company has not declared any dividend from last several years. Therefore, expected dividend yield is taken as Nil.

Effect of employee stock option scheme on the statement of profit and loss:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Share based payment expense	3.55	4.45

Reconciliation of outstanding share options:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of	Weighted	Number of	Weighted average
Options outstanding as at the beginning of the year	**437,000**	**1.00**	**-**	**-**
Add: Options granted during the year	-	-	**437,000**	**1.00**
Less: Options exercised during the year	-	-	-	-
Options outstanding as at the year end	**437,000**	**1.00**	**437,000**	**1.00**

The weighted average remaining period of stock options as at March 31, 2024 is 1.16 years.

25 Employee benefits obligation

A. Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service subject to a maximum limit. The scheme is unfunded and accordingly the disclosures relating to plan assets are not provided.

The following tables summarise the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet for gratuity.

(i) Amount recognised in balance sheet

Particulars	As at March 31, 2025	As at March 31, 2024
Defined benefit obligation ('DBO')	16.97	13.50
Defined benefit obligation ('DBO')	**16.97**	**13.50**

(ii) Bifurcation of DBO in current and non-current

Particulars	As at March 31, 2025	As at March 31, 2024
Current liability	0.88	0.59
Non-current liability	16.09	12.91

(iii) Expense recognised in the statement of profit and loss

Particulars	As at March 31, 2025	As at March 31, 2024
Current service cost	2.77	2.49
Interest cost	0.94	0.73
Expense recognised during the year	**3.70**	**3.22**

(All amounts are in millions of Indian Rupees, unless otherwise stated)

(iv) Expense recognised in other comprehensive income

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
Actuarial gain	0.89	0.63
Actuarial gain recognised in other comprehensive income	**0.89**	**0.63**

(v) Movement in the liability recognized in the balance sheet is as under:

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
Present value of defined benefit obligation at the beginning of the period	13.50	10.17
Current service cost	2.77	2.49
Interest cost	0.94	0.73
Benefits paid	(1.12)	(0.52)
Actuarial loss/(gain)		
a. Effect of changes in financial assumption	0.75	0.31
b. Effect of experience adjustments	0.14	0.32
c. Effect of changes in demographic assumptions		-
Present value of defined benefit obligation at the end of the period	**16.97**	**13.50**

(vi) For determining the DBO liability the following actuarial assumptions were used:

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
I. Significant actuarial assumption		
Discount rate	6.68%	7.23%
Salary escalation rate	7.00%	7.00%
Pre-retirement mortality	5.00%	5.00%
Attrition rate	8.82%(upto 35years), 5.88% (upto 40 years), 2.94% (upto 45 years), 1.47% (upto 50 years).	8.82%(upto 35years), 5.88% (upto 40 years), 2.94% (upto 45 years), 1.47% (upto 50 years).

(vii) Maturity profile of defined benefit obligation:

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
Within the next 1 year	0.92	0.62
Between 1 and 5 years	3.08	1.71
Beyond 5 years	40.36	35.01

(viii) Sensitivity analysis for gratuity

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
Impact of the change in discount rate on present value of DBO at the end of the year		
1. Discount rate + 100 basis points	(1.80)	(1.44)
2. Discount rate - 100 basis points	2.14	1.71
Impact of the change in salary increases on present value of DBO at the end of the year		
3. Salary increase rate + 100 basis points	1.68	1.40
4. Salary increase rate - 100 basis points	(1.58)	(1.32)

Sensitivities due to mortality and withdrawal are not material and hence impact of change not calculated.

(ix) Risk

Salary increases – Actual salary increases will increase the plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Investment risk – If plan is funded then assets liabilities mismatch and actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

Discount rate - Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality and disability – Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

B. Short-term compensated absences

The assumptions used for computing the short term accumulated compensated absences on actuarial basis are as follows:

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
1. Discount rate	6.88%	7.41%
2. Future salary increase	7.00%	7.00%

C. Contributions to defined contribution plan:

During the year, the Company recognized Rs. 9.11 (March 31, 2024 - Rs. 8.82) million to provident fund under defined contribution plan and Rs. .29 (March 31, 2024 - Rs. 0.24) million for contributions to employee state insurance scheme in the statement of profit and loss.

(All amounts are in millions of Indian Rupees, unless otherwise stated)

26 Related party transactions

a. List of related party

Relationship	Name of the party
Holding Company	SpiceJet Limited
Individual exercising significant influence over the Company	Mr.Ajay Singh
Key managerial personnel	Mr. Ajay Singh, Director Mrs. Shiwani Singh, Director
Fellow subsidiary*	SpiceJet Interactive Private Limited
Entities where key managerial personnel are common*	Spice Healthcare Private Limited

** With whom there are transactions during the year*

b. Transactions with related party

Particulars	March 31, 2025	March 31, 2024
SpiceJet Limited		
Transactions during the year:		
Sale of services	240.81	221.68
Rent expenses	7.90	8.24
Share based payment expense	5.65	7.62
Balances outstanding as at the year end		
SpiceJet Limited		
Trade receivables	119.69	-
Advance from customers	-	160.27
Unbilled revenue	-	253.62
Trade payables	37.48	18.20
Share options outstanding account	19.74	14.11
Spice Healthcare Private Limited		
Trade receivables	3.48	3.48

c. The Company has been issued with support letter ('letter') from Spicejet Limited ('the Holding Company') for operational and financial support for a period of 12 months from the date of said letter.

27 Fair value disclosures

The management considers that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate their fair values. The management assessed that the fair value of cash and cash equivalents, other financial assets, trade receivables, trade payables and other current and non-current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these financial instruments.

Particulars	As at March 31, 2025		As at March 31, 2024	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets at amortised cost				
Trade receivable	126.64	126.64	3.48	3.48
Cash and cash equivalents	0.92	0.92	0.40	0.40
Other financial assets	4.67	4.67	321.26	321.26
Total	**132.23**	**132.23**	**325.14**	**325.14**
Financial liabilities at amortised cost				
Trade payables	47.28	47.28	48.51	48.51
Other financials liabilities	30.51	30.51	28.01	28.01
Total	**77.79**	**77.79**	**76.52**	**76.52**

Notes:

(i) The management assessed that cash and cash equivalents, trade receivables, other financial assets and trade payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

(ii) The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(All amounts are in millions of Indian Rupees, unless otherwise stated)

28 Financial risk management objectives and policies

The Company's principal financial liabilities, comprise of trade payables and other financial liabilities. The main purpose of these financial liabilities is to raise finance for the Company's operations. The Company has various financial assets such as cash and cash equivalents.

The Company is exposed to credit risk and liquidity risk. The Company's directors oversees the management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

Credit risk
Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables and contract assets).

An impairment analysis is performed at each reporting date on an individual basis for its customers. The calculation is based on historical information and other market related factors. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as majorly customers are related parties. The average credit period ranges between 30 and 90 days.

Credit risk related to cash and cash equivalents is managed by only investing in deposits with highly rated banks and financial institutions and diversifying accounts in different banks. Credit risk related to other financial assets is managed by monitoring the recoverability of such amounts continuously. Credit risk is considered low because the Company is in possession of the underlying asset (in case of security deposit) or as per trade experience (in case of unbilled revenue). Further, the Company creates provision by assessing individual financial asset for expectation of any credit loss.

March 31, 2025

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Trade receivables	126.64	-	126.64
Cash and cash equivalents	0.92	-	0.92
Other financial assets	4.67	-	4.67

March 31, 2024

Particulars	Estimated gross carrying amount at default	Expected credit losses	Carrying amount net of impairment provision
Trade receivables	3.48	-	3.48
Cash and cash equivalents	0.40	-	0.40
Other financial assets	321.26	-	321.26

Liquidity risk
Liquidity risk refers to the risk that the company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company constantly monitors funding options available in the debt markets with a view to maintaining financial flexibility.
The table below provides details regarding the contractual maturities of financial liabilities based on contractual undiscounted payments.

As at March 31, 2025	Up to 1 year	1 to 5 years	Total
Other financial liabilities	30.51	-	30.51
Trade payables	47.28	-	47.28
Total	**77.79**	**-**	**77.79**

As at March 31, 2024	Up to 1 year	1 to 5 years	Total
Other financial liabilities	28.01	-	28.01
Trade payables	48.51	-	48.51
Total	**76.52**	**-**	**76.52**

29 Capital management

The Company's objectives when managing capital are to maintain positive cash flow position. The Company's strategy is to maintain a reasonable current ratio. The current ratio is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Current assets	132.34	325.19
Current liabilities	246.89	422.11
Current ratio	**0.54**	**0.77**

(All amounts are in millions of Indian Rupees, unless otherwise stated)

30 Financial ratios

The Company has disclosed applicable ratios below.

Ratio	Measurement unit	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Change	Reason for variance
Current ratio	Times	Current assets	Current liabilities	0.54	0.77	-23.44%	Note 1 below
Return on equity ratio	Percentage	Loss after tax	Average of total equity	37.34%	83.83%	(46.50%)	Note 2 below
Trade receivables turnover ratio	Times	Revenue from operations	Average trade receivables	3.70	10.07	-(636.60%)	Note 3 below
Trade payables turnover ratio	Times	Net credit purchases = Gross credit purchases - purchase return	Average trade payables	0.39	0.46	(7.30%)	Note 4 below
Net capital turnover ratio	Times	Revenue from operations	Working capital [Current assets - Current liabilities]	(2.10)	(2.29)	(18.51%)	Note 5 below
Net profit ratio	Percentage	Profit after tax	Revenue from operations	(7.29%)	-12.48%	(19.77%)	Note 6 below
Return on capital employed	Percentage	Earnings before interest and taxes [Profit/loss after tax + Finance costs]	Capital employed [Total assets - Current liabilities + Current borrowings]	2.55%	41.96%	(39.41%)	Note 7 below

Notes:

1 The change in ratio is less than 25% as compared to previous year and hence, no explanation required to be furnished.
2 The variance in the ratio is attributable to the increase in losses and change in average of total equity due to increase in negative retained earnings.
3 The variance in ratio is due to the decrease in trade receivable during the year.
4 The variance is due to the reasons that there in decrease in other expenses of the Company as compared to the previous year.
5 The variance in the ratio is due to increase in the net current liability position of the Company during the year.
6 The change in ratio is less than 25% as compared to previous year and hence, no explanation required to be furnished.
7 The variance in the ratio is attributable to the increase in capital employed as compared to the previous year.

31 Non compliances with laws and regulations

There have been delays in depositing Tax Deducted at Source ('TDS') and filing of TDS returns on time as per Income-tax Act, 1961, deposit of provident fund as per Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and deposit of goods and services tax and filing of returns as applicable under Goods and Services Tax Act, 2017 ('GST Act'). To the extent ascertainable and without prejudice to its rights and remedies, the Company has made accrual for interest on delays in payment of above-mentioned statutory dues.

During the current year, the Company has made significant payments with respect to outstanding principal amounts of undisputed dues pertaining to TDS, PF and GST and has also regularised the process of filing of returns under the respective Acts.

Further, registration under the GST Act was suspended/cancelled in previous years on account of delays in payments related to goods and services tax and non-filing of returns/deposit of goods and services tax as per GST Act. During the current year, the Company has obtained a fresh registration for Hayana location under GST and is in the process of identifying corrective steps to regularise the registration of the remaining location with appropriate authorities along with application for condonation of such delays and defaults.

The Company is in process of regularising aforesaid non-compliances under applicable laws and regulations, however, pending such regularisation, the impact of some of the above matters, including due to fine/penalties that may be levied is presently unascertainable and accordingly, no adjustments have been made in these financial results in this respect.

32 Leases

The Company applies the short-term lease recognition exemption to its short-term lease of building (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term lease is recognised as expense on a straight-line basis over the lease term or another systematic basis which is more representative of the pattern of use of underlying asset.

During the year, the Company has recognized an expense of Rs.7.94 million (March 31, 2024 - Rs. 8.28 million) on account of short term lease which represents building having a remaining lease term of less than 12 months.

33 Going Concern

The Company has incurred a net loss of Rs. 17.56 million during the year ended March 31, 2025 and, as of that date, the Company's accumulated losses amounts to Rs. 78.25 million which have resulted in complete erosion of its net worth of the Company and the current liabilities have exceeded its current assets by Rs. 114.55 million as at March 31, 2025. The Holding Company has disclosed a material uncertainty in relating to going concern in their financial statements for the year ended March 31, 2025, which may have a corresponding impact on the Company's ability to continue as a going concern. These conditions indicate the existence of uncertainty that may create doubt about the Company's ability to continue as a going concern. However, based on business plans and cash flow projections and financial support provided by the Holding Company, the management is of the view that the Company will be able to achieve profitable operations and accordingly, the management is of the view that the going concern basis of accounting is appropriate for preparation of these financial statements.

34 Audit trail

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. The Company has used an accounting software for maintaining the books of account which has a feature of recording audit trail (edit log). However, the audit trail feature was not enabled for all transactions recorded in the software.

(All amounts are in millions of Indian Rupees, unless otherwise stated)

35 Segment reporting

The Company's primary business segment is reflected based on principal business activities carried on by the Company i.e., IT Services and related support services which as per Ind AS 108 on 'Operating Segments" is considered to be the only reportable business segment. The Company derives its major revenues from said services and entirely from one related party. The Company is operating in India which is considered as a single geographical segment.

36 Additional disclosures

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:

(i) 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

(ii) 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:

(i) 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

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

C 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 Companies Act, 2013 or section 560 of Companies Act, 1956.

D The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

E The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

F 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.

G The Company 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.

H The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property.

37 Previous year numbers have been regrouped/reclassified wherever considered necessary.

Previous period's figures have been regrouped/reclassified wherever necessary to correspond with the current period's classification/ disclosure. Such re-groupings/reclassifications are not material to the financial statements.

38 Adoption of financial statements

The financials have been approved by the Board of Directors on June 13, 2025 and there have been no significant events after the reporting period till such date.

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.: 001076N/N500013

Sd/-
Madhu Sudan Malpani
Partner
Membership No: 517440

Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors
SpiceTech System Private Limited

Sd/-	Sd/-
Ajay Singh	**Shiwani Singh**
Director	Director
DIN No: 01360684	DIN No: 05229788
Place: Gurugram	**Place:** Gurugram
Date: June 13, 2025	**Date:** June 13, 2025