Walker Chandiok & Co LLP

Walker Chandiok & Co LLP
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II
Gurugram – 122 002
India

T +91 124 4628099
F +91 124 4628001

Independent Auditor's Report

To the Members of SpiceTech System Private Limited

Report on the Audit of the Financial Statements

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, 2023 the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

4. The Company's Board of Directors are responsible for the other information. Other information does not include the financial statements and our auditor's report thereon.

   Our opinion on the financial statements does not cover the other information and we 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

5. 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.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

8. 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.

9. 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;

Independent Auditor's Report to the members of SpiceTech System Private Limited on financial statements for the year ended March 31, 2023 (cont'd)

- 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.

10. 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

11. 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.

12. 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.

13. 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 obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) The financial statements dealt with by this report are in agreement with the books of account;

    d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;

    e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act;

    f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on March 31, 2023 and the operating effectiveness of such controls, refer to our separate Report in Annexure B wherein we have expressed an unmodified opinion; and

    g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

        i. The Company does not have any pending litigations which would impact its financial position as at March 31, 2023;

        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, 2023;

        iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023;

Independent Auditor's Report to the members of SpiceTech System Private Limited on financial statements for the year ended March 31, 2023 (cont'd)

iv. (a) The management has represented that, to the best of its knowledge and belief, as disclosed in note 34A to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any persons or entities, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

(b) The management has represented that, to the best of its knowledge and belief, as disclosed in note 34B to the financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

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

v. The Company has not declared or paid any dividend during the year ended March 31, 2023; and

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

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

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

UDIN: 23517440BGZUDG9940

Place: Gurugram
Date: August 10, 2023

SpiceTech System Private Limited
Balance Sheet as at March 31, 2023
(All amounts are in millions of Indian Rupees, unless otherwise stated)

	Notes	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Intangible assets under development	3	12.50	-
Income-tax assets (net)	4	34.79	18.20
Total non-current assets		**47.29**	**18.20**
Current assets			
Financial assets			
Trade receivables	5	40.56	8.22
Cash and cash equivalents	6	0.11	5.39
Other financial assets	7	50.40	28.36
Other current assets	8	0.01	0.78
Total current assets		**91.08**	**42.75**
Total assets		**138.37**	**60.95**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	9	0.15	0.15
Other equity			
Retained earnings	10	(31.51)	(9.00)
Share options outstanding account		6.47	-
Total equity		**(24.89)**	**(8.85)**
Non-current liabilities			
Long-term provisions	11	9.73	8.16
Total non-current liabilities		**9.73**	**8.16**
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		34.31	19.77
Other financial liabilities	13	32.02	17.88
Other current liabilities	14	84.61	21.89
Short-term provisions	15	2.59	2.12
Total current liabilities		**153.53**	**61.65**
Total equity and liabilities		**138.37**	**60.95**
Summary of significant 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

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

Sd/-
Ajay Singh
Director

Sd/-
Shiwani Singh
Director

Membership No: 517440	DIN No: 01360684	DIN No: 05229788
Place: Gurugram	**Place:** Gurugram	**Place:** Gurugram
Date: August 10, 2023	**Date:** August 10, 2023	**Date:** August 10, 2023

SpiceTech System Private Limited
Statement of Profit and Loss for the year ended March 31, 2023
(All amounts are in millions of Indian Rupees, unless otherwise stated)

	Notes	Year ended March 31, 2023	Year ended March 31, 2022
INCOME			
Revenue from operations	16	211.45	159.10
Other income	17	0.22	0.04
Total income		**211.67**	**159.15**
EXPENSES			
Employee benefits expense	18	195.03	143.15
Finance costs	19	8.59	-
Other expenses	20	30.82	18.64
Total expenses		**234.44**	**161.79**
Loss before tax		**(22.77)**	**(2.64)**
Tax expense	21	-	-
Loss after tax		**(22.77)**	**(2.64)**
Other comprehensive income:			
Items that will not be reclassified to statement of profit and loss:			
Remeasurement gain/(loss) on defined benefit obligations		0.26	(1.96)
Income tax impact		-	-
Other comprehensive income for the year		**0.26**	**(1.96)**
Total comprehensive income for the year		**(22.51)**	**(4.60)**
Loss per share	22		
Basic		(150.06)	(17.59)
Diluted		(150.06)	(17.59)
Summary of significant 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: August 10, 2023

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

Sd/-
Ajay Singh
Director
DIN No: 01360684

Place: Gurugram
Date: August 10, 2023

Sd/-
Shiwani Singh
Director
DIN No: 05229788

Place: Gurugram
Date: August 10, 2023

SpiceTech System Private Limited
Statement of Cash Flow for the year ended March 31, 2023
(All amounts are in millions of Indian Rupees, unless otherwise stated)

	Year ended March 31, 2023	Year ended March 31, 2022
A. Cash flows from operating activities		
Loss before tax	(22.77)	(2.64)
Adjustments for:		
Interest income on income-tax refund	0.22	-
Interest on delayed payment of statutory dues	8.59	-
Share based payment expense	6.47	-
Operating loss before working capital changes	**(7.49)**	**(2.64)**
Movements in working capital:		
Trade receivables	(32.34)	7.41
Other current financial assets	(22.04)	(20.80)
Other current assets	0.77	(0.78)
Trade payables	14.54	8.57
Other financial liabilities	14.14	9.87
Provisions	2.31	1.46
Other current liabilities	54.13	11.72
Cash flows from operations	**24.02**	**14.82**
Income-tax paid	(16.81)	(18.20)
Net cash flows from/(used in) operating activities	**7.22**	**(3.38)**
B. Cash flows from investing activities		
Purchase of intangible assets under development	(12.50)	-
Net cash used in investing activities	**(12.50)**	**-**
C. Cash flows from financing activities	-	-
Net decrease in cash and cash equivalents	**(5.28)**	**(3.38)**
Cash and cash equivalents at the beginning of the year	5.39	8.78
Cash and cash equivalents at the end of the year	**0.11**	**5.39**
Notes :		
Components of cash and cash equivalents		
Balance with banks in current accounts	0.11	5.39
Total cash and cash equivalents (refer note 6)	**0.11**	**5.39**

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: August 10, 2023

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

Sd/-
Ajay Singh
Director
DIN No: 01360684

Place: Gurugram
Date: August 10, 2023

Sd/-
Shiwani Singh
Director
DIN No: 05229788

Place: Gurugram
Date: August 10, 2023

SpiceTech System Private Limited
Statement of Changes in Equity for the year ended March 31, 2023
(All amounts are in millions of Indian Rupees, unless otherwise stated)

A. Equity share capital*

Particulars	Number	Amount
As at April 1, 2021	**1,50,000**	**0.15**
Changes in equity share capital during the year	-	-
As at March 31, 2022	**1,50,000**	**0.15**
Changes in equity share capital during the year	-	-
As at March 31, 2023	**1,50,000**	**0.15**

B. Other equity**

Particulars	Share options outstanding account	Retained earnings	Total other equity
As at April 01, 2021	**-**	**(4.41)**	**(4.41)**
Loss for the year	-	(2.64)	(2.64)
Other comprehensive income for the year	-	(1.96)	(1.96)
Total comprehensive income	-	(4.60)	(4.60)
As at March 31, 2022	**-**	**(9.00)**	**(9.00)**
Loss for the year	-	(22.77)	(22.77)
Other comprehensive income for the year	-	0.26	0.26
Total comprehensive income	-	(22.51)	(22.51)
Share based payment expense***	6.47	-	6.47
As at March 31, 2023	**6.47**	**(31.51)**	**(25.04)**

**Refer note 9 for details.*
***Refer note 10 for details .*
**** This represents capital contribution from the Holding Company.*

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: August 29, 2022

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

Sd/-
Ajay Singh
Director
DIN No: 01360684

Place: Gurugram
Date: August 29, 2022

Sd/-
Shiwani Singh
Director
DIN No: 05229788

Place: Gurugram
Date: August 29, 2022

SpiceTech System Private Limited
Notes to the Financial Statements for the year ended March 31, 2023
(All amounts are in Indian Rupees, unless otherwise stated)

3. Intangible assets under development

Particulars	Amount
Gross block	
As at April 01, 2021	
Additions	-
Capitalised	-
As at March 31, 2022	-
Additions	12.50
Disposals	-
As at March 31, 2023	12.50

(This space has been intentionally left blank)

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

	Particulars	As at March 31, 2023	As at March 31, 2022
4	**Income-tax assets (net)**		
	Advance income-tax	34.79	18.20
		34.79	**18.20**
5	**Trade receivables***		
	(Unsecured, considered good		
	Trade receivables	40.56	8.22
		40.56	**8.22**

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

Ageing schedule of trade receivables

As at March 31, 2023	Outstanding for following periods from the date of invoice						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	-	37.08	3.48	-	-	-	40.56
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total	**-**	**37.08**	**3.48**	**-**	**-**	**-**	**40.56**

As at March 31, 2022	Outstanding for following periods from the date of invoice						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables – considered good	-		8.22	-	-	-	8.22
Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
Total	**-**	**-**	**8.22**	**-**	**-**	**-**	**8.22**

6	**Cash and cash equivalents**		
	Balances with banks in current accounts	0.11	5.39
		0.11	**5.39**
7	**Other current financial assets**		
	(Unsecured, considered good)		
	Advance to employees	0.02	0.09
	Unbilled revenue*	50.38	28.27
		50.40	**28.36**

*Contract assets relates to unbilled revenue.

8	**Other current assets**		
	Balance with government authorities	-	0.03
	Advance to vendors/suppliers	0.01	0.75
		0.01	**0.78**

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

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, 2023		As at March 31, 2022	
	Number	Value (Rs.)	Number	Value (Rs.)
Shares outstanding at the beginning of the year	1,50,000	0.15	1,50,000	0.15
Issued during the year	-	-	-	-
Shares outstanding at the end of the year	**1,50,000**	**0.15**	**1,50,000**	**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, 2023		As at March 31, 2022	
	Number	Value (Rs.)	Number	Value (Rs.)
SpiceJet Limited	1,02,000	0.10	1,02,000	0.10

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	% against total shares	Number of shares	% against total shares
SpiceJet Limited	1,02,000	68.00%	1,02,000	68.00%
Mr. Ajay Singh	48,000	32.00%	48,000	32.00%

e) Details of promoter shareholding

Name of promoter	As at March 31, 2023			As at March 31, 2022		
	Number of shares	% of total shares	% change during the year	Number of shares	% of total shares	% change during the year
SpiceJet Limited	1,02,000	68.00%	0%	1,02,000	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.

10 Other equity

(i) Share options outstanding account		
Balance at the beginning of the year	-	-
Share based payment expense	6.47	-
Balance at the end of the year	**6.47**	-
(ii) Retained earnings		
Balance at the beginning of the year	(9.00)	(4.41)
Loss for the year	(22.51)	(4.60)

Balance at the end of the year	**(31.51)**	**(9.00)**

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 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)

11 Long-term provisions

Provision for gratuity (refer note 25)	9.73	8.16
	9.73	**8.16**

12 Trade payables

Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	34.33	19.77
	34.33	**19.77**

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, 2023	**Outstanding from the due date of invoice**					**Total**
	Not due	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	
Total outstanding dues of micro enterprises and small enterprises - undisputed	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises - undisputed	34.05	0.28	-	-	-	34.33
Total	**34.05**	**0.28**	**-**	**-**	**-**	**34.33**

As at March 31, 2022	**Outstanding from the due date of invoice**					**Total**
	Not due	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	
Total outstanding dues of micro enterprises and small enterprises - undisputed	-	-	-	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises - undisputed	19.58	0.19	-	-	-	19.77
Total	**19.58**	**0.19**	**-**	**-**	**-**	**19.77**

13 Other current financial liabilities

Employee related payables	18.72	17.88
Capital creditors*	13.30	-
	32.02	**17.88**

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

14 Other current liabilities

Statutory dues	84.61	17.42
Advance from customers	-	4.47
	84.61	**21.89**

15 Short-term provisions

Provision for gratuity (refer note 25)	0.44	0.30
Provision for leave encashment (refer note 25)	2.15	1.82
	2.59	**2.12**

(This space has been intentionally left blank)

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

	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
16	**Revenue from operations**		
	Service income	211.45	159.10
		211.45	**159.10**
17	**Other income**		
	Interest income on income-tax refund	0.22	-
	Miscellaneous income	-	0.04
		0.22	**0.04**
18	**Employee benefit expenses**		
	Salaries, wages and bonus	176.62	134.34
	Contribution to provident and other funds	8.40	6.37
	Share based payment expense	6.47	-
	Gratuity expense (also refer note 25)	2.77	2.29
	Staff welfare	0.78	0.15
		195.03	**143.15**
19	**Finance costs**		
	Interest on statutory dues	8.59	-
		8.59	**-**
20	**Other expenses**		
	Rent	8.15	10.50
	Legal and professional fees *	1.59	4.46
	Software maintenance	18.10	1.16
	Insurance	0.23	0.44
	Miscellaneous expenses	2.74	1.32
		30.82	**18.64**
	***Payments to statutory auditors as#**		
	Audit fees	0.10	0.10
	Tax audit fees	0.05	0.05
	#exclusive of goods and services tax		
21	**Income tax expense**		
	Current tax	-	-
	Deferred tax	-	-
		-	-

The Company does not have taxable profits per the provisions of the Income-tax Act 1961, accordingly there are no income tax expenses accounted for in the cu

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Accounting loss before Income tax	(22.77)	(2.64)
At India's statutory income tax rate of 25.168% (31 March 2022: 25.168%)	(5.73)	(0.66)
Adjustments:		
Deferred tax not created on business losses*	5.73	0.66
Income tax expense reported in the statement of profit and loss	-	-

**The Company has not recognised deferred tax assets on unused business losses of the current year in absence of probability and availability of sufficient future taxable income against which such losses shall be utilised. The Company did not have losses till previous year and the current year losses can be carried forward for next eight years and will expire in assessment year 2031-32.

(This space has been intentionally left blank)

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

22 Earnings per share ('EPS')

The following reflects the loss and share data used in the basic and diluted EPS computations:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Loss after tax	(22.77)	(2.64)
Weighted average number of shares		
- Basic	1,50,000	1,50,000
- Diluted	1,50,000	1,50,000
Earnings per share		
- Basic	(151.81)	(17.59)
- Diluted	(151.81)	(17.59)

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

The Company is in the business of providing information technology and related support services. The Company is in initial stages of operation and having minimal losses in the current as well as previous year. Inspite of having losses, the Company is able to generate positive cash flows from operations in current year. Hence, the financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India.

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.

24 During the year, the employees of the Company have been granted stock options of SpiceJet Limited ('Holding Company'). The Company has recognised related expense of Rs. 6.47 millions with a credit to equity. The other relevant details of disclosure are included in Holding Company's standalone financial statements.

(This space has been intentionally left blank)

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

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, 2023	As at March 31, 2022
Defined benefit obligation ('DBO')	10.17	8.45
Defined benefit obligation ('DBO')	**10.17**	**8.45**

Bifurcation of DBO in current and non-current

Particulars	As at March 31, 2023	As at March 31, 2022
Current	0.44	0.30
Non-current	9.73	8.16

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

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current service cost	2.16	1.99
Interest cost	0.61	0.30
Expense recognised during the year	**2.77**	**2.29**

(iii) Expense recognised in other comprehensive income

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Actuarial (gain)/loss	(0.26)	1.96
Actuarial loss/(gain) recognised in other comprehensive income	**(0.26)**	**1.96**

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

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of defined benefit obligation at the beginning of the period	8.45	4.20
Current service cost	2.16	1.99
Interest cost	0.61	0.30
Benefits paid	(0.79)	-
Actuarial (gain)/loss		
a. Effect of changes in financial assumption	0.13	1.55
b. Effect of experience adjustments	(0.32)	0.41
c. Effect of changes in demographic assumptions	(0.07)	-
Present value of defined benefit obligation at the end of the period	**10.17**	**8.45**

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

Particulars	As at March 31, 2023	As at March 31, 2022
I. Significant actuarial assumption		
Discount rate	7.41%	7.51%
Salary escalation rate	7.00%	7.00%
Pre-retirement mortality	5.00%	5.00%
Attrition rate	10.00%	5.00%
Retirement age (years)	60	58
Average age (years)	32.75	33.22
Average past service (years)	3.18	3.44
Average remaining working life (years)	27.25	24.78

Average monthly salary	37274	40470
Weighted average duration of DBO	13.81	14.77

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

(vi) Maturity profile of defined benefit obligation:

Particulars	As at March 31, 2023	As at March 31, 2022
Within the next 1 year	0.44	0.30
Between 1 and 5 years	1.26	1.04
Beyond 5 years	8.47	7.12

(vii) Sensitivity analysis for gratuity

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Impact of the change in discount rate on present value of DBO at the end of the year		
1. Discount rate + 100 basis points	9.05	7.54
2. Discount rate - 100 basis points	11.50	9.53
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	11.34	9.42
4. Salary increase rate - 100 basis points	9.13	7.61

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

(viii) 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, 2023	As at March 31, 2022
1. Discount rate	7.41%	7.51%
2. Future salary increase	7.00%	7.00%

C. Contributions to defined contribution plan:

During the year, the Company recognized Rs. 8.11 (March 31, 2022 - Rs. 6.29) millions to provident fund under defined contribution plan and Rs. 0.00 (March 31, 2022 - Rs. 0.02) millions for contributions to employee state insurance scheme in the statement of profit and loss.

(This space has been intentionally left blank)

(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	Ajay Singh
Key managerial personnel	Ajay Singh, Director 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, 2023	March 31, 2022
SpiceJet Limited		
Transactions during the year:		
Sale of services	198.55	150.70
Support services	0.89	1.59
Rent expenses	8.12	7.17
Share based payment expense	6.47	-
Spice Healthcare Private Limited		
Transactions during the year:		
Service income	13.66	15.96
Balances outstanding as at the year end		
SpiceJet Limited		
Trade receivables	34.85	-
Trade payables	-	8.75
Unbilled revenue	40.34	28.27
Advance from customers	-	4.47
Share options outstanding account	6.47	-
Spice Healthcare Private Limited		
Trade receivables	3.48	8.22

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, 2023		As at March 31, 2022	
	Carrying value	Fair Value	Carrying value	Fair Value
Financial assets at amortised cost				
Trade receivable	40.56	40.56	8.22	8.22
Cash and cash equivalents	0.11	0.11	5.39	5.39
Other financial assets	50.40	50.40	28.36	28.36
Total	**91.07**	**91.07**	**41.97**	**41.97**
Financial liabilities at amortised cost				
Trade payables	34.31	34.31	19.77	19.77

Other financials liabilities	32.02	32.02	17.88	17.88
Total	**66.33**	**66.33**	**37.65**	**37.65**

Notes:

(i) The management assessed that cash and cash equivalents, trade receivables, other financial assets, trade payables and other financial liabilities 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, other than derivatives, comprise of borrowings and trade payables. 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 major customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. 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 its major customers are related parties. The average credit period ranges between 30 and 90 days.

Credit risk related to cash and cash equivalents and bank deposits is managed by only investing in deposits with highly rated banks and financial institutions and diversifying bank deposits and accounts in different banks. Credit risk related to loans and 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.

Particulars	**Estimated gross carrying amount at default**	**Expected credit losses**	**Carrying amount net of impairment provision**
Trade receivables	40.56	-	40.56
Cash and cash equivalents	0.11	-	0.11
Other financial assets	50.40	-	50.40

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, 2023	**Up to 1 year**	**1 to 5 years**	**Total**
Other financial liabilities	32.02	-	32.02
Trade payables	34.31	-	34.31
Total	**66.33**	**-**	**66.33**

As at March 31, 2022	**Up to 1 year**	**1 to 5 years**	**Total**
Other financial liabilities	17.88	-	17.88
Trade payables	19.77	-	19.77
Total	**37.65**	**-**	**37.65**

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, 2023**	**As at March 31, 2022**
Current assets	91.08	42.75
Current liabilities	153.53	61.65
Current ratio	**0.59**	**0.69**

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

30 Financial ratios

Ratio	Measurement unit	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	% Change	Reason for variance
Current ratio	Times	Current assets	Current liabilities	0.59	0.69	(14.45%)	Note 1 below
Debt service coverage ratio	Times	Earnings before depreciation and amortisation and interest [Profit/loss after tax + Depreciation and amortisation expense + Finance costs]	Interest expense + Principal repayment	(1.65)	-	(100.00%)	Note 3 below
Return on equity ratio	Percentage	Profit after tax	Average of total equity	134.95%	40.24%	(235.39%)	Note 4 below
Trade receivables turnover ratio	Times	Revenue from operations	Average trade receivables	8.67	13.34	(35.00%)	Note 5 below
Trade payables turnover ratio	Times	Net credit purchases = Gross credit purchases - purchase return	Average trade payables	1.14	1.21	(5.42%)	Note 1 below
Net capital turnover ratio	Times	Revenue from operations	Working capital [Current assets - Current liabilities]	(3.39)	(8.42)	(59.78%)	Note 6 below
Net profit ratio	Percentage	Profit after tax	Revenue from operations	(10.77%)	(1.66%)	(549.45%)	Note 7 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]	150.21%	377.71%	(60.23%)	Note 8 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 decrease in ratio is attributable to the significant increase in trade payables in current year as compared to previous year.
3 The variance in ratio is due to interest cost paid by the company on delayed payment of statutory dues.
4 The variance in the ratio is attributable to the increase in losses and change in average of total equity due to increase in accumulated losses.
5 The variance in the ratio is attributable to the% change in trade receivable is more than % increase in revenue from operations in the current year.
6 The decrease in the ratio is attributable to the decrease in working capital mainly due to significant increase in current liabilities during the current year.
7 The variance in the ratio is attributable to the increase in revenue from operations in the current year.
8 The variance in the ratio is attributable to the increase in capital employed and diminshing EBIT during the financial year 2022-23

31 During the year, Goods and Services Tax ('GST') registration of the Company has been cancelled with respect to Haryana and Delhi, with effect from June 30, 2022 and March 12, 2021 respectively, by the Central Board of Indirect Taxes and Customs ('the Department') on account of non payment and non filling of GST returns. The Company is in process to get the registration reinstated with the Department by paying off the outstanding dues and regularising the filling of return. Further, the Company has also obtained legal advice, basis which, the registration will be reinstated once the outstanding dues are paid and pending returns are filed.

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.8.15 million (March 31, 2022 - Rs.10.50 million) on account of short term lease which represents building having a remaining lease term of less than 12 months.

33 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.

34 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 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.

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

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

G The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.

H The 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.

I The Company has not revalued its investment property during the year.

35 Subsequent events

Subsequent to year-end, the Company has granted 421,000 options in its Extra Ordinary Genral ('EGM') Meeting dated May 24, 2023 to the eligible employees.

The accompanying notes, including summary of significant accounting policies and other explanatory information form an integral part of the financial statements

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

Sd/-
Madhu Sudan Malpani
Partner
Membership No: 517440

Place: Gurugram
Date: August 10, 2023

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

Sd/-
Ajay Singh
Director
DIN No: 01360684

Place: Gurugram
Date: August 10, 2023

Sd/-
Shiwani Singh
Director
DIN No: 05229788

Place: Gurugram
Date: August 10, 2023

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 August 10, 2023.

2. A. Summary of significant accounting policies

a) Basis of preparation of financial statements

i. Statement of compliance

The financial statements of the Company for the year ended March 31, 2023 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 rupee, 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 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) 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.

g) Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

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 and short-term deposits with an original maturity of three months or less, 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

Amendment to Ind AS 1, Presentation of Financial Statements

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

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

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

Amendment to Ind AS 12, Income Taxes

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

Annexure A referred to in Paragraph 12 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, 2023 (cont'd)

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 million)	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)	18.72	Financial year 2021-22	Multiple dates	Not paid
Central Goods and Services Tax (CGST) Act, 2017	CGST liability	0.00^	Financial year 2021-22	Multiple dates	Not paid
State Goods and Services Tax (SGST) Act, 2017	SGST liability	0.00^	Financial year 2021-22	Multiple dates	Not paid

Annexure A referred to in Paragraph 12 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, 2023 (cont'd)

Name of the statute	Nature of the dues	Amount# (Rs in million)	Period to which the amount relates	Due date	Date of payment
Central Goods and Services Tax (CGST) Act, 2017	CGST liability	14.18	April 1, 2022 to September 30, 2022	Multiple dates	Not paid
State Goods and Services Tax (SGST) Act, 2017	SGST liability	14.18	April 1, 2022 to September 30, 2022	Multiple dates	Not paid
Income-tax Act 1961	Tax deducted at source	0.26	April 1, 2022 to September 30, 2022	Multiple dates	Not paid
Income-tax Act 1961	Tax deducted at source	7.86	April 1, 2022 to September 30, 2022	Multiple dates	Not paid
The Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Provident fund	4.76	April 1, 2022 to September 30, 2022	Multiple dates	Not paid

^ Rounded off to zero
# Inclusive of interest

(b) According to the information and explanations given to us, 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, 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)(a) According to the information and explanations given to us, 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 material 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.

Annexure A referred to in Paragraph 12 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, 2023 (cont'd)

(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.

(xvii) The Company has incurred cash losses in the current financial year and in the immediately preceding financial years amounting to Rs. 16.30 millions and Rs. 2.64 millions respectively.

(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 accompanying 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, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) 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.

Annexure A referred to in Paragraph 12 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, 2023 (cont'd)

(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 : 23517440BGZUDG9940

Place: Gurugram
Date: August 10, 2023

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, 2023

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

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

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

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

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

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide 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, 2023

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at March 31, 2023 based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

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

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

UDIN: 23517440BGZUDG9940

Place: Gurugram
Date: August 10, 2023