



Date: 06th September, 2025

To, National Stock Exchange of India Limited (“NSE”) Listing Department Exchange Plaza, C-1 Block G, Bandra Kurla Complex Bandra [E], Mumbai – 400051	To, BSE Limited (“BSE”) Listing Department Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
NSE Scrip Symbol: SMARTWORKS	BSE Scrip Code: 544447
ISIN: INEONAZ01010	ISIN: INEONAZ01010

Sub: Intimation with regard to 10th Annual General Meeting, Notice & Annual Report of the Company for the Financial Year 2024-25

Dear Sir/ Madam,

In furtherance to our intimation dated 04th September, 2025, we hereby inform that the 10th Annual General Meeting (“AGM”) of the Company is scheduled to be held on Monday, 29th September, 2025, at 03:30 P.M. (IST).

Pursuant to Regulation 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Obligations”), please find enclosed herewith copy of Annual Report for the Financial Year 2024-25 along with Notice of 10th AGM, dispatched to the shareholders of the Company on Saturday, 06th September, 2025.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all resolutions (as set out in the AGM notice) to those members, who are holding equity shares as on the cut-off date i.e. Monday, September 22, 2025. The remote e-voting shall commence from 9.00 a.m. (IST) on Friday, September 26, 2025, and end at 5:00 p.m. (IST) on Sunday, September 28, 2025.

The above information will also be hosted on the website of the company i.e. <https://www.smartworksoffice.com/investors/>.

Kindly take the same on record.

For **Smartworks Coworking Spaces Limited**

Punam Dargar

Company Secretary & Compliance Officer

Mem. No.: A56987

Address: Unit No. 305-310, Plot No 9, 10 & 11 Vardhman Trade Centre
Nehru Place, South Delhi, Delhi, India, 110019

Encl.: As above

Smartworks Coworking Spaces Limited

(Formerly known as Smartworks Coworking Spaces Private Limited)

Regd. Office: Unit No. 305 – 310, Plot No. 9,10, & 11, Vardhman Trade Centre, Nehru Place, South Delhi – 110 019.

Phone No: 0124-6919 400

CIN: L74900DL2015PLC310656



SMARTWORKS

ANNUAL REPORT 2024-25



RELIABILITY MEETS REINVENTION

BEYOND OFFICES - BUILDING ENTERPRISE ECOSYSTEMS

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Read online at
smartworksoffice.com

RELIABILITY MEETS REINVENTION THE SMARTWORKS ADVANTAGE

**India's Largest*
Managed Office Platform**

*Beyond Offices - Building
Enterprise Ecosystems*



5189.20
(-22.85)
(-0.09%)

SMARTWORKS

446.10

(+39.10)

(+9.61%)

TTQ = 3363841

Reliability anchors us

- Enterprise-first partnerships ensuring predictable revenues
- Resilient model with long tenured enterprise clients
- Disciplined execution with faster delivery & cost leadership

Reinvention drives us

- Pioneered Managed Office model
- Tech-enabled, future-ready campuses
- Vibrant ecosystems with aspirational amenities

Smartworks stands at the intersection of trust and transformation. Our foundation is reliability—long-term enterprise partnerships, predictable cash flows, high quality customised office spaces designed & delivered in 45 to 60 days, and a capital-efficient model that thrives across cycles. Yet, we are equally defined by reinvention—re-imagining & disrupting commercial real estate with our Managed Campus platform, and providing world-class amenities and vibrant ecosystems to employees of large enterprise clients.

* in terms of Total Stock

ABOUT SMARTWORKS

INDIA'S LARGEST MANAGED OFFICE PLATFORM

We are an Office Experience & Managed Office Platform—built for global and Indian enterprises. In under a decade, including two pandemic years, we've scaled into the country's market leader, transforming bare-shell properties into fully amenetised campuses. Our model goes beyond space—it delivers speed, scale, world-class experience that drives productivity and engagement for enterprise clients across India.



OUR NORTH STAR



Vision

A third of our lives is spent at work!
Our vision is to craft and manage workspaces where work meets purpose - every space built to inspire greatness.



Mission

To deliver flexible, tech-enabled, and customised workspaces that empower clients to focus on their core business – through consistent experiences and unwavering client delight.



Values

T H R I V E

Take
Accountability

Honour
Integrity

Reach for
Results

Ignite
Collaboration

Value &
Champion
Innovation

Embrace
Customer
Obsession

INDIA'S #1 MANAGED OFFICE PLATFORM

SCALE + RELIABILITY + REINVENTION

Reliability defines the way Smartworks delivers consistent, scalable, and financially disciplined solutions. Reinvention drives the way we design offices & provide world-class experiences that inspire productivity, collaboration, and culture which attract employees to come to office every single day. Our integrated model brings infrastructure, technology, and services together enabling enterprises grow with the flexibility to evolve in a fast-changing business environment.


SMARTWORKS' APPROACH

RELIABLE BY DESIGN, REINVENTED FOR IMPACT

We pioneered India's **managed campus model**. Our cashflow accretive integrated model creates predictable annuity revenues, faster paybacks, and future-ready workspaces.

By uniting supply and demand on one ecosystem, we create a powerful flywheel of growth for enterprises, landlords, and employees alike.

Key Highlights FY25

 **11.79** Mn. sq. ft. | **8.99** Mn. sq. ft.
TOTAL* | LEASED SBA


 **2 | 15**
COUNTRIES | CITIES

 **55 | 50**
TOTAL* | LEASED CENTRES

 **270K | 203K**
TOTAL* | LEASED SEATS

 **₹13,741** Mn
REVENUE FROM OPERATIONS

 **₹1,722** Mn
NORMALISED EBITDA

 **₹2,435** Mn
NORMALISED OPERATING CASH FLOW

*As on March 31, 2025. Includes term sheet/ signed LOIs.

SMARTWORKS' ECOSYSTEM

We offer high quality, customised, tech-enabled offices at value-centric pricing, which provide both scalability and flexibility to our clients. Our managed campuses are designed to support the dynamic needs of modern businesses, providing seamless access to amenities such as cafeterias, gyms, crèches, medical centres, smart convenience stores, and collaborative zones.

These aspirational amenities create environments that promote wellbeing, productivity, team cohesion, and a place where employees feel welcome every single day.

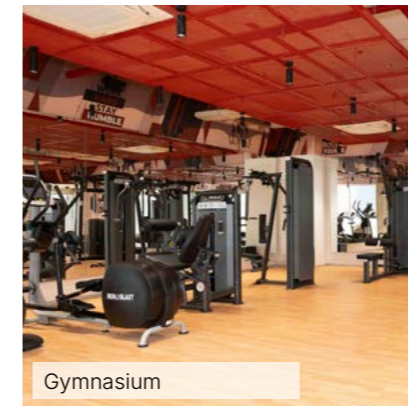
From Forbes 2000 companies, global MNCs, Indian conglomerates to well-funded startups, our clients come from different and diverse range of sectors and industries. Landlords, particularly passive and non-institutional owners, trust us to convert their bare-shell spaces into vibrant Smartworks branded campuses. Each centre is designed using our extensive design library and is enabled by proprietary technology platforms that simplify operations and elevate the user experience.

Our economies of scale lead to cost leadership and taking full buildings enables higher space efficiencies and active property management.

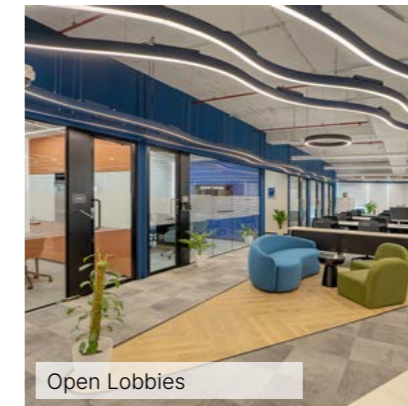


With a total SBA of 11.79* Mn sq. ft. operating across 2 countries, India and Singapore, 15 cities, and 55* centres, Smartworks Platform delivers a world-class workspace solutions that cater to the evolving needs of modern enterprises and their employees. We focus on mid-to-large enterprises, majority of whom commit to more than 300 seats.

*Includes Term Sheet/signed LOIs



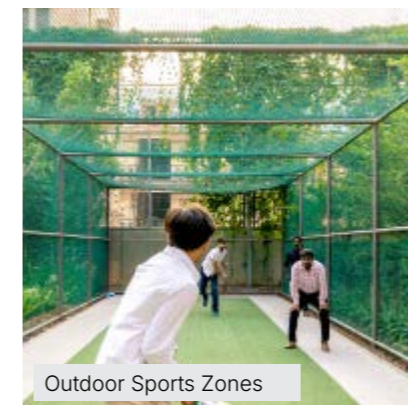
Gymnasium



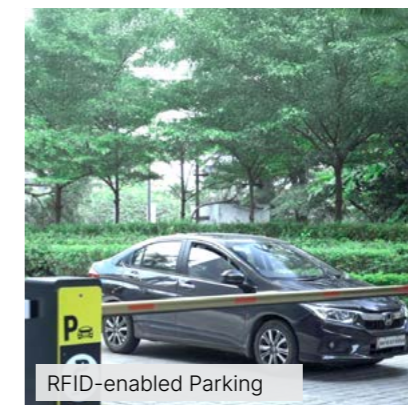
Open Lobbies



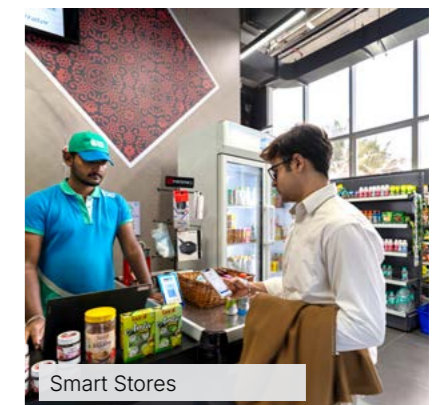
Cafeteria



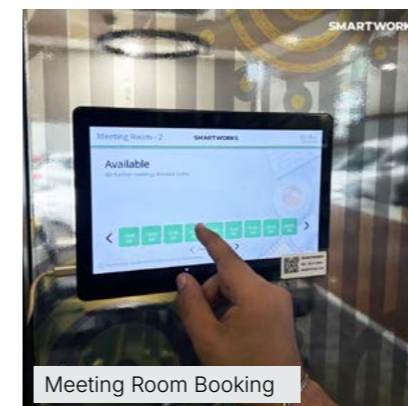
Outdoor Sports Zones



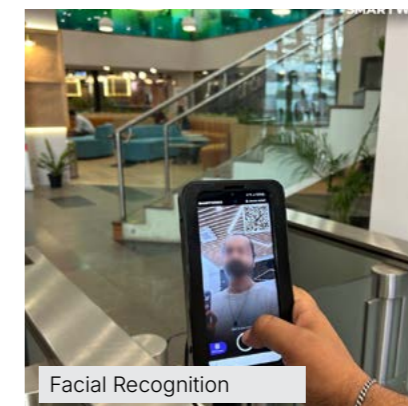
RFID-enabled Parking



Smart Stores



Meeting Room Booking



Facial Recognition



Indoor Gaming Zones

FROM VISION TO LEADERSHIP – THE SMARTWORKS EVOLUTION

Our evolution to a Managed Office Platform reflects a deliberate strategic pivot aligned with enterprise needs.

SMARTWORKS: WHAT WE STAND FOR

STANDARDISED PRODUCT

Customers get a uniform experience across India irrespective of the size of their office

RELIABILITY

Offices delivered in 45 to 60 days

FRUGALITY

Industry-leading cost structure of ₹ 1,350 psf CAPEX and ₹ 34-36 psf per month OPEX, driven by economies of scale, standardisation, and modularity

HIGH QUALITY CAMPUSES

High-quality campuses with all aspirational amenities

VALUE-CENTRIC PRICING

Deliver a competitive and value for money pricing

psf – per square feet

Commencement of Operations
2016

Transition towards fully managed workspaces
2019

10 cities
30 centres
SBA of 4.0 Msf
2022

IPO: Smartworks gets listed
2025

Revenue from operations
₹1,019 Mn
Total footprint
1.4 Mn. sq. ft.

Growth in Revenue from Operations
~13X
Growth in total footprint
~8X

Revenue from operations
₹13,741 Mn
Total footprint
11.79 Mn. sq. ft.*

* includes signed LOIs/Term Sheets

MESSAGE FROM MANAGING DIRECTOR



Neetish Sarma
Managing Director



OUR IPO WAS OVERSUBSCRIBED ~13.5X IN A VOLATILE MARKET – A RESOUNDING VOTE OF CONFIDENCE

Dear Stakeholders,

It is a privilege to present our first Annual Report as a listed company—a milestone that reflects how far we have come and the scale of the opportunity ahead.

FY25 was a defining year—our IPO in July'25, oversubscribed ~13.5x, validated the strength of our model and the trust of our stakeholders.

When we started Smartworks, our conviction was clear: enterprises need more than desks and leases. They need speed, scale, and reliability. That belief led us to pioneer India's Managed Office Platform—large-format, fully serviced campuses delivered in weeks, not years.

In doing so, we created not just offices but a new category. A model where reliability and reinvention work together—where enterprises no longer choose between scale and cost, ambition and assurance. Over time, reliability has come to mean trust in execution, while reinvention has meant continuous improvement in design, technology, and workplace experience.

From this idea, Smartworks has grown into India's largest managed office platform. As of March 31, 2025, our total footprint is 11.79 Mn sq. ft. across 15 cities, serving 738 clients and more than 100,000 employees. Global enterprises expand with us across cities, while repeat landlord partnerships underscore the ecosystem we have built.

What defines us is an enterprise-first, de-risked model: ~88% of revenues from Enterprises, diversified across clients, cities, and sectors, with no single exposure beyond prudent limits. This structural resilience underpins our growth and stakeholder confidence.

Looking ahead, the opportunity is immense. India's growth trajectory—powered by infrastructure, GCC expansion, industrialisation, and the digital economy—is fuelling unprecedented demand for premium, flexible workspaces. Our strategy is clear: disciplined expansion into large, whole-building campuses; portfolio agility through selective management-contract and variable-rent models; and steady margin improvement through procurement leverage and value-added services.

As we pursue this growth, sustainability has become an inseparable part of our strategy. For enterprises, it is no longer optional—it is essential. Our campuses are integrating renewable energy, IoT-driven efficiency, and smart water and waste management. These initiatives not only future-proof our portfolio but also help clients meet their own ESG goals, creating shared value across the ecosystem.

At the heart of this journey are our people. The passion and commitment of the Smartworks team, spread across cities and functions, is what turns our vision into reality every single day. Their ability to deliver at speed, uphold quality, and innovate continuously has been central to building client trust and scaling our platform. Together with our clients, landlords, and partners, they form the ecosystem that makes Smartworks more than just an office provider—it is a collective force shaping the future of work.

With these foundations of reliability and reinvention, Smartworks is poised to lead the next chapter of workplace transformation—in India and beyond. |

MESSAGE FROM EXECUTIVE DIRECTOR



Harsh Binani
Executive Director



WE HAVE BUILT INDIA'S LARGEST MANAGED OFFICE PLATFORM WITH JUST ~₹5,000 MN OF EQUITY RAISED TILL MARCH 2025 – A CAPITAL-EFFICIENT MODEL THAT SCALES

Dear Stakeholders,

In less than a decade, Smartworks has redefined the managed office category, proving that speed, scale, and discipline can go hand in hand. From a single centre to 11.79 Mn sq. ft. across 15 cities, Smartworks has scaled by earning the trust of enterprises that expand with us, landlords that partner with us repeatedly, and employees who bring our campuses to life every day.

Our recent listing on the stock exchange was a validation of that model – proof that Smartworks is resilient, relevant, and built for the long term. Our shares debuted at a premium even in a volatile market, underscoring the deep confidence investors have placed in our business. Very few companies globally have achieved this scale with such frugal capital deployment. With public markets now as partners in our journey, the IPO marks the beginning of a new chapter – one focused on compounding value for clients, landlords, and shareholders in the years ahead.

Capital discipline, built to compound, has been the defining principle of Smartworks' journey. We have built India's largest managed office platform with just ~₹5,000 Mn of equity raised till March 2025. This capital-efficient approach is a core differentiator—one that balances growth with resilience. Post-IPO, we are net-debt negative, with stronger cash conversion and clear visibility to free cash flow positivity. This discipline ensures that every square foot we add compounds value for clients, partners, and investors alike.

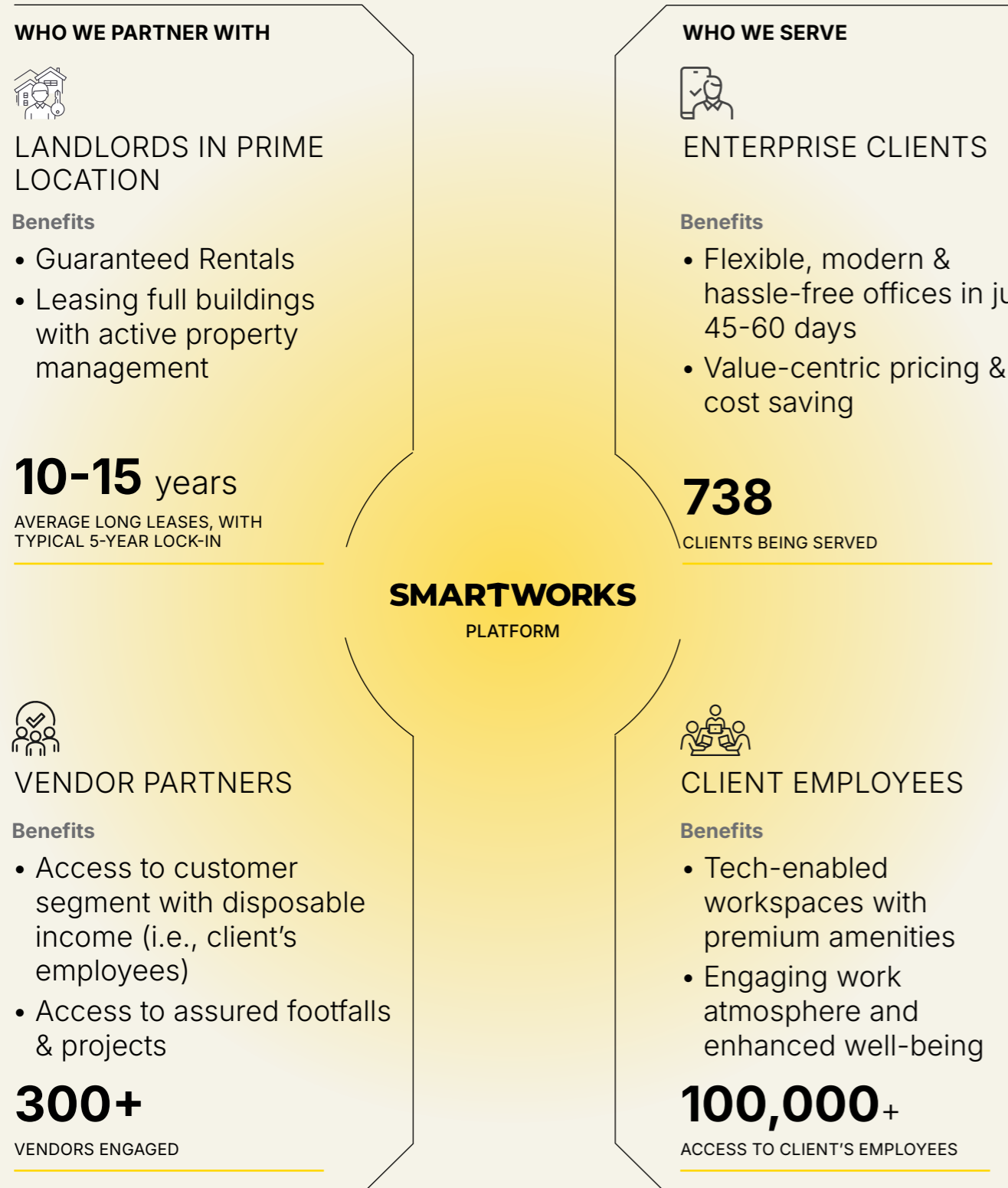
Technology has amplified this advantage. Our proprietary platform BuildX compresses delivery timelines, while client and operations apps ensure consistency across geographies. IoT-led building stacks reduce energy and service costs, enhancing both client experience and operating margins. These innovations may run quietly in the background, but their impact is visible every day—spaces delivered faster, operated leaner, and experienced smarter.

Our entry into Singapore during the year further validated that the Managed Office platform is globally relevant and adaptable to sophisticated international markets. This is only the beginning—Smartworks is poised to capture opportunities beyond India, while deepening our leadership at home.

Looking ahead, the opportunity is immense. With flexible workspaces now comprising nearly a fifth of total office demand in India, our playbook for FY26 is clear: scale large campuses in core and emerging clusters, deploy selective management-contract and variable-rent models to de-risk growth, and expand monetisation through value-added services such as fit-out-as-a-service.

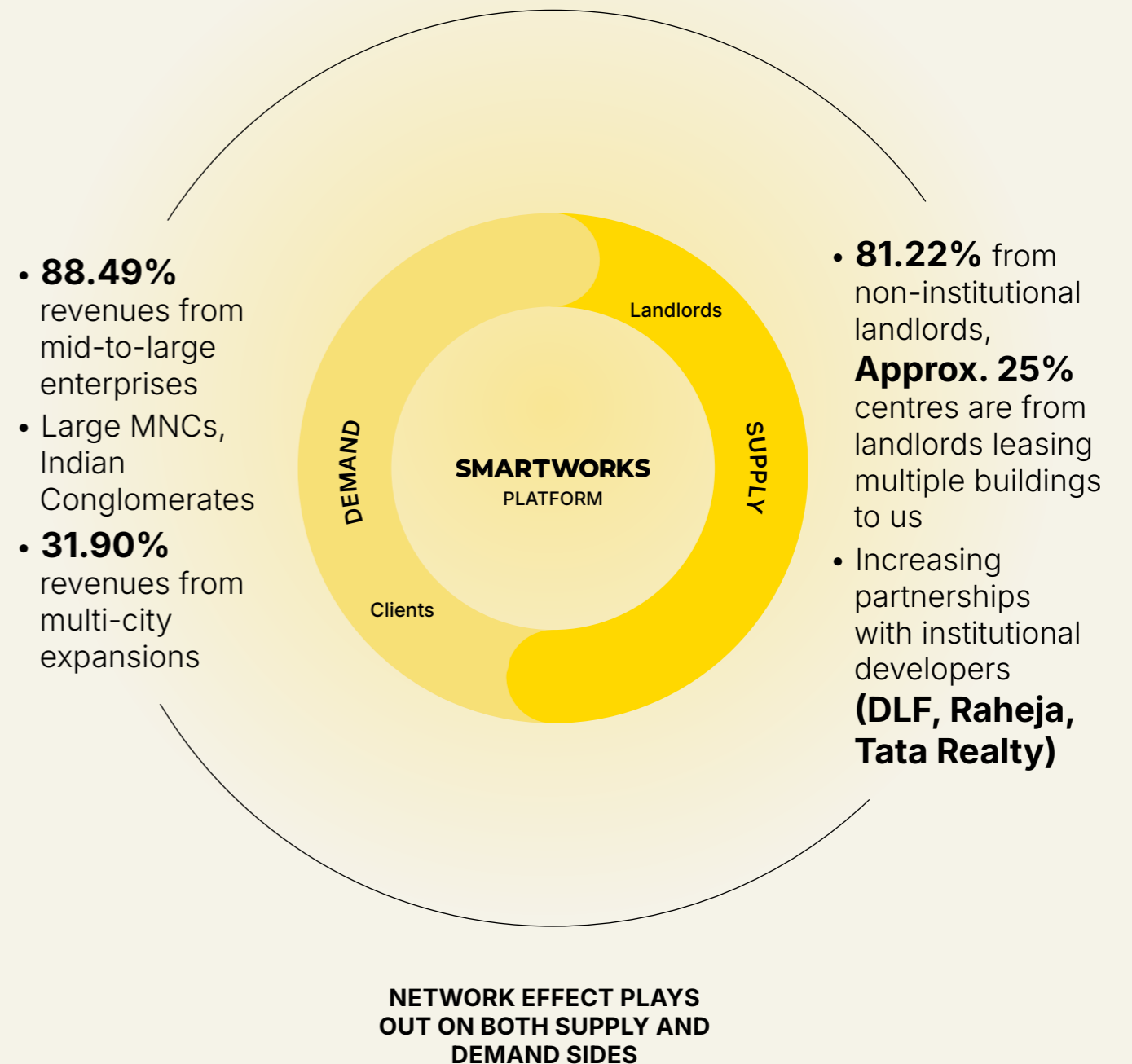
Smartworks was founded on the conviction that offices should drive productivity, collaboration, and well-being. With reliable foundations in scale and partnerships, and reinvention embedded in design, delivery, and technology, we are positioned to deliver responsible growth and sustainable value creation for all stakeholders. |

SMARTWORKS PLATFORM INTEGRATES LANDLORDS, ENTERPRISES, EMPLOYEES, AND PARTNERS INTO ONE GROWTH ECOSYSTEM



A FLYWHEEL OF VALUE CREATION

Enterprise relationships often span multiple cities, creating continuity that goes beyond individual campuses. We provide reliability in scale and reinvention in experience by anticipating expansion needs and aligning growth plans. Strong seat retention during FY 2024-25 reflects this trust and validates a model that deepens loyalty while enabling future-ready workplaces. For Landlords, we transform the properties into managed workspaces by leasing large/entire bare-shell properties & providing them with guaranteed rentals.

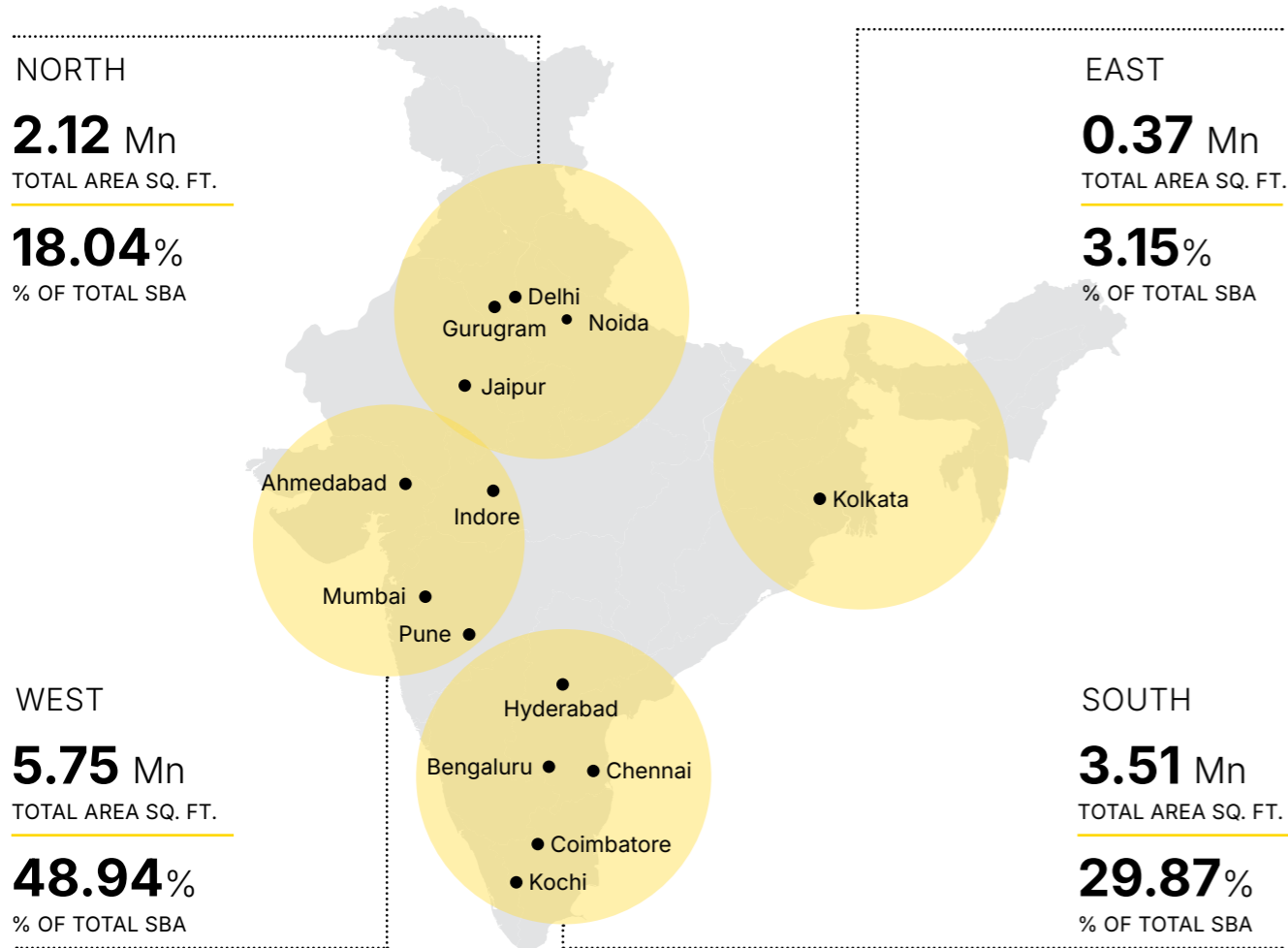


GEOGRAPHIC PRESENCE

EXPANSIVE PRESENCE ACROSS INDIA'S PRIME LOCATIONS

Our presence in India's key clusters ensures proximity to enterprise demand and decision-making hubs. This strategic footprint strengthens client relationships, accelerates delivery, and positions us as a trusted partner for large-scale workspace needs across the country.

Total Footprint: 11.79 Mn sq. ft. across 15 Cities



SINGAPORE FOOTPRINT:
35K SQ FT



The map is not to scale and prepared for illustrative purpose only.
*Above data as on March 31, 2025 (includes Signed LOI/Term Sheets)



19 out of 28

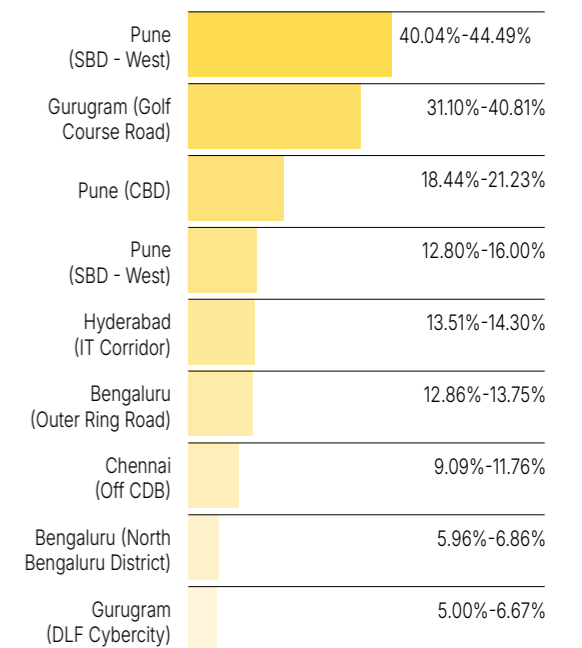
KEY CLUSTERS IN INDIA'S TIER 1 CITIES ARE PART OF OUR OPERATING FOOTPRINT

94.37%

OF OUR SBA PRESENCE IN THE KEY CLUSTERS



OUR MARKET SHARE ACROSS THE KEY CLUSTERS' TOTAL FLEXIBLE STOCK (%)



RELIABLE FOUNDATIONS, REINVENTED GROWTH

The demand for managed workspaces is accelerating, with enterprises seeking partners who can guarantee scale, quality, and readiness for the future. Reliability lies in consistent delivery across India's strategic hubs, while reinvention shapes how Smartworks transforms offices into growth engines.



India's commercial office stock is expanding rapidly, and flexible workspaces are becoming integral to modern enterprise culture. This momentum, driven by shifting workplace needs and adoption by large corporates, makes India one of the fastest-growing markets globally.

India

IS WORLD'S FASTEST GROWING OFFICE MARKET

1 Bn. sq. ft.

INDIA'S PROJECTED COMMERCIAL OFFICE STOCK IN NEXT 10-15 YEARS

23-24%

CAGR OF FLEXIBLE WORKSPACE FROM CY2020 TO CY2024

59%

COMPANIES WITH >10% FLEXIBLE WORKSPACE BY 2026 (FROM 42% IN Q1 CY24)

Source: Knight Frank & CBRE Report

SMARTWORKS' POSITION IN THIS CONTEXT

Our growth is anchored in scale and reach across India's most important clusters, giving enterprises seamless access to expansion-ready campuses. Each site is built with adaptability at its core—spaces expand quickly within a location or across our national network. This balance of dependable scale and adaptive design has enabled Smartworks to outpace the industry and build enduring enterprise trust.

38.37%

FOOTPRINT CAGR REGISTERED BY SMARTWORKS', >1.5X INDUSTRY RATE

(between 2020-2024)

VALUE PROPOSITION THAT SMARTWORKS BRINGS

- Reliability: Steady supply via landlord partnerships; predictable annuity revenues
- Reinvention: Transforming fragmented supply into an integrated Managed Campus Platform offering best-in-class amenities and modern work experiences
- Landlords gain from long-term returns; enterprises get customised, hassle-free workplaces

SMARTWORKS EDGE

- Grew at a footprint CAGR of ~38% (1.5x industry) from 2020-24
- Anchored in India's most important clusters with expansion-ready campuses
- Spaces designed for adaptability and speed, scaling within and across cities

FINANCIAL PRUDENCE

- Normalised OCF/EBITDA consistently >1, RoCE expanding
- Negative working capital and less than 7 debtor days
- A capital-efficient model that compounds value across cycles

> 1

CONSISTENT NORMALISED OCF TO EBITDA



STRENGTHS

PILLARS THAT POWER SMARTWORKS

Our strengths enable us to deliver consistent results and sustain our leadership in the managed workspace industry. Over the years, we have evolved into a trusted name in the managed workspace industry through a sharp focus on scale, service excellence, and market responsiveness. A well-defined growth approach, backed by operational discipline and industry foresight, has strengthened our ability to deliver consistent value. Our platform is designed to adapt to shifting client requirements while creating sustainable, long-term benefits for all stakeholders.

MARKET LEADERSHIP

Smartworks is India's #1 managed office platform, in terms of total stock, with a footprint of 11.79 Mn.* sq. ft. with a presence across 14 Indian cities and Singapore – a true national footprint with top 4 cities contributing ~75% of revenue. Our leadership in India's managed campus segment is driven by scale, steady expansion, and a proven ability to deliver large, enterprise-grade workspaces across major business hubs. A strong pan-India footprint, value-focused pricing, and capability to lease and transform large properties make us the preferred partner for mid-to-large enterprises.

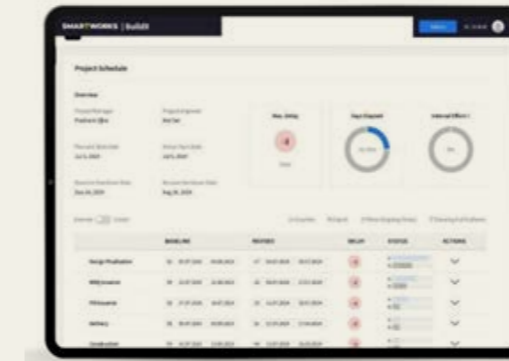
*Includes Term Sheet/signed LOIs

EXCEPTIONAL EXECUTION CAPABILITIES

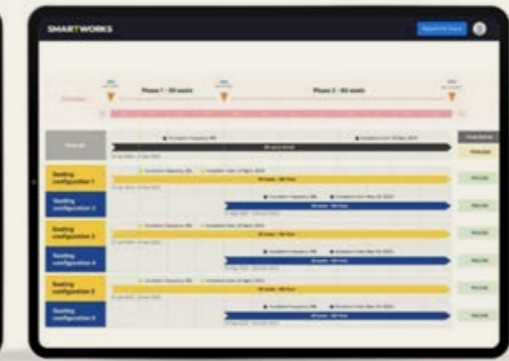
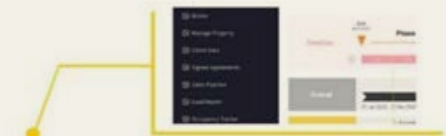
Our expertise lies in our exceptional execution capabilities. Leveraging our extensive design library, in-house design team, and a state-of-the-art, proprietary-tech platform called BuildX, we are able to deliver fully customised offices to our clients in just 45-60 days. We design, develop, and operate expansive, fully serviced environments that combine scale efficiencies with competitive leasing terms. The result is vibrant, high-quality workspaces that attract and retain enterprise clients while maintaining consistent standards across locations.

POWERED BY TECH

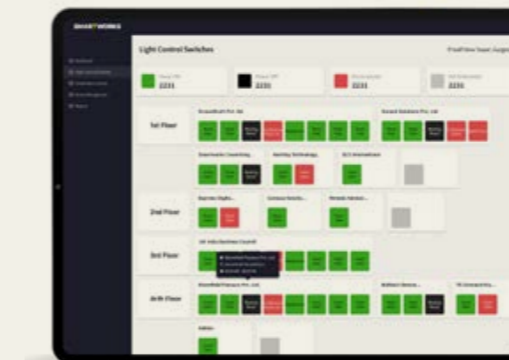
SW BuildX



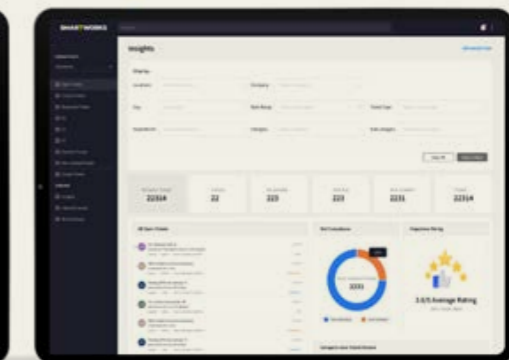
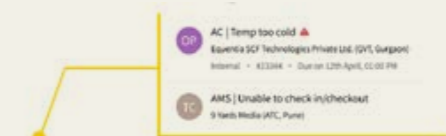
CRM



BMS LCS



Ticketing Dashboard



COST LEADERSHIP

We maintain cost leadership and strong unit economics with Industry leading OPEX and CAPEX metrics leveraging tech-enabled execution capabilities. Our frugal mindset and operational agility are backed by process standardisation and tech integration, positions us to respond effectively to client needs while driving better terms and faster returns for clients. This cost leadership allows us to pass on savings, helping enterprises allocate more resources to growth and innovation.

₹34-36

OPERATIONAL COST PER SQ. FT. PER MONTH

₹1,350

FITOUT COST / SQ. FT.

UNIQUE AND DIVERSIFIED SUPPLY ACCESS

We have developed strong access to a wide and varied supply base, sourcing a significant share of our portfolio from city-linked regional promoters and landlords. This diversified approach enables us to cater to enterprises of all sizes, with a focus on customised solutions for mid-to-large clients.

~20%

PORTFOLIO SOURCED FROM INSTITUTIONAL LANDLORDS SUCH AS DLF, TATA REALTY AND RAHEJA.



DERISKED, INSULATED BUSINESS MODEL

Our business model combines effective asset-liability management achieving breakeven at ~65-70% occupancy in a centre, with a clear focus on mid-to-large enterprises, enabling longer lock-in periods and stronger retention. A strategic pricing approach ensures rental revenue remains at least twice the lease costs. Diversification across industries, regions, and clients reduces concentration risk. Long-term agreements with both landlords and clients provide resilience against cyclical fluctuations, supporting stable and sustainable growth. In fact, given our value pricing, we are the preferred partner for our clients during a downturn.

Mid-to-large Enterprise focus with longer lock-in period

~2x the rental expense is targeted for the rental revenue

≤30%

SPACE TYPICALLY LEASED TO A SINGLE CLIENT IN LARGE CENTRES TO AVOID CONCENTRATION RISK

OUR ECONOMICS

Strong pre-fill occupancy commitment from existing or prospective clients

~65%-70%

OCCUPANCY TO ACHIEVE BREAK-EVEN IN A TYPICAL CENTRE

~30-32 Months

AVERAGE PAYBACK COMPARED TO 51-52 MONTHS FOR TYPICAL OPERATOR

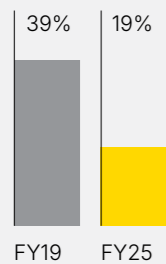
Asset-liability mismatch eliminated till FY27

DIVERSIFIED INDUSTRY PORTFOLIO

Smartworks benefits from a well-diversified industry mix. By serving Clients across various growth sectors like information technology, engineering, insurance, energy, Ed-tech, e-commerce, fintech and consulting, we reduce concentration risk.

A majority of our Rental Revenue is derived from sectors other than information technology, technology and software development which contributed 57.72% of our Rental Revenue during Fiscal 2025.

Reducing portfolio concentration risk (% - Top 10 Clients)



ACTIVELY REDUCING PORTFOLIO CONCENTRATION RISK

We have made significant strides in minimising client concentration risk. The revenue contribution from our top 10 clients has dropped from 39% in FY 2018-19 to just 19% by FY 2024-25. This demonstrates our ability to scale the platform and broaden our client base, ensuring that our revenue streams are well distributed.

FINANCIAL AND CAPITAL EFFICIENCY

Our capital-efficient model delivers industry-leading payback periods, supported by prudent financial management and strategic execution. Fit-out investments follow a phased approach—building shared spaces first and customising work areas as clients sign on—minimising upfront costs. Use of client deposits and lease rental discounting strengthens cash

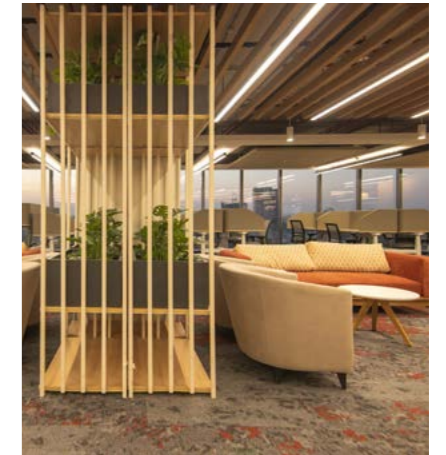
flow, while advance rentals ensure consistently low receivable cycles and break even typically happens within the first 12 months.

Our business model, focused on enterprise clients, ensures long-term, annuity-like contracts with highly predictable cash flows from Forbes 2000 companies, global MNCs, Indian conglomerates, and well-funded startups. These aren't just one-off deals—they're stable, recurring revenue streams. Think of it like a REIT but with a host of office services such as design, fitouts, day-to-day operations and all amenities included - achieved through an asset-light, capital-efficient model.

Smartworks has delivered a marked improvement in financial efficiency, as reflected by improvement in Normalised Return on Capital Employed (ROCE).

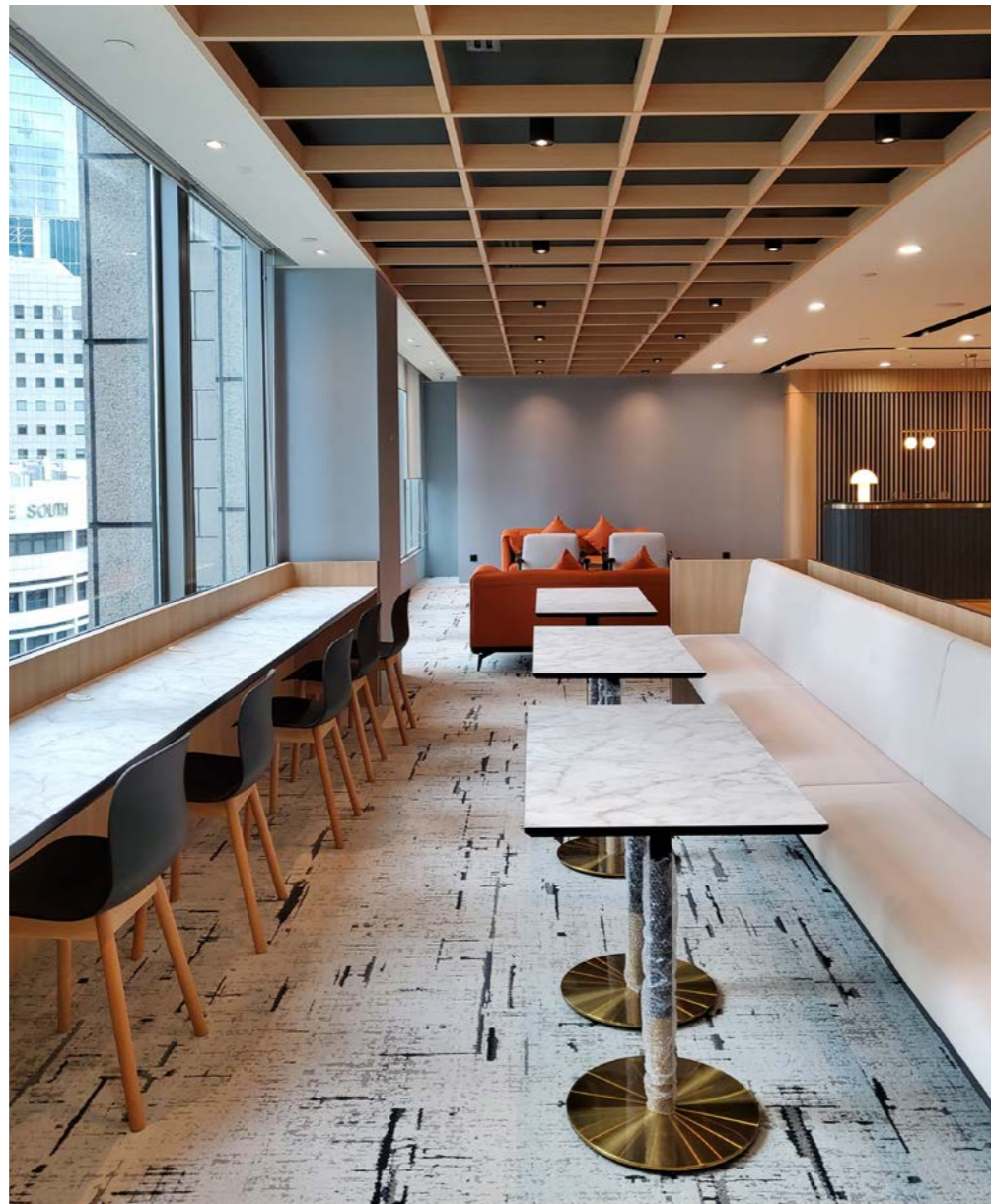
STRONG AND COMMITTED LEADERSHIP

A blend of entrepreneurial vision and seasoned expertise drives our growth in the managed workspace industry. The leadership team brings deep capabilities across real estate, finance, operations, and strategy, supported by strategic investors. A stable senior management base enables cohesive decision-making and consistent execution of long-term business goals.



65.15%
PROMOTER HOLDING

We have achieved this scale with just ~ ₹5,000 Mn of raised Equity till Mar'25.



OUR CLIENTELE

TRUSTED BY INDUSTRY LEADERS

Our marquee clientele



GROWING FOCUS ON MID-TO-LARGE ENTERPRISE CLIENTS

We prioritise clients with scalable needs across multiple cities. These are fast-growing organisations seeking more than just office space. They require speed, flexibility, and reliability. Our model aligns well with these expectations, offering end-to-end workspace solutions backed by predictable quality and efficient service delivery.

Client partnerships are built for the long term. Each engagement begins with a rigorous qualification and customisation process including assessing business size, growth outlook, operational needs, and workspace preferences. Once aligned, we deliver tailored solutions that meet both strategic and day-to-day requirements. Our ability to retain and grow client relationships is a direct outcome of this process-driven approach.

63.44%

RENTAL REVENUE GENERATED FROM 300+ SEAT CLIENTS

86.83%

SEATS RETENTION RATE

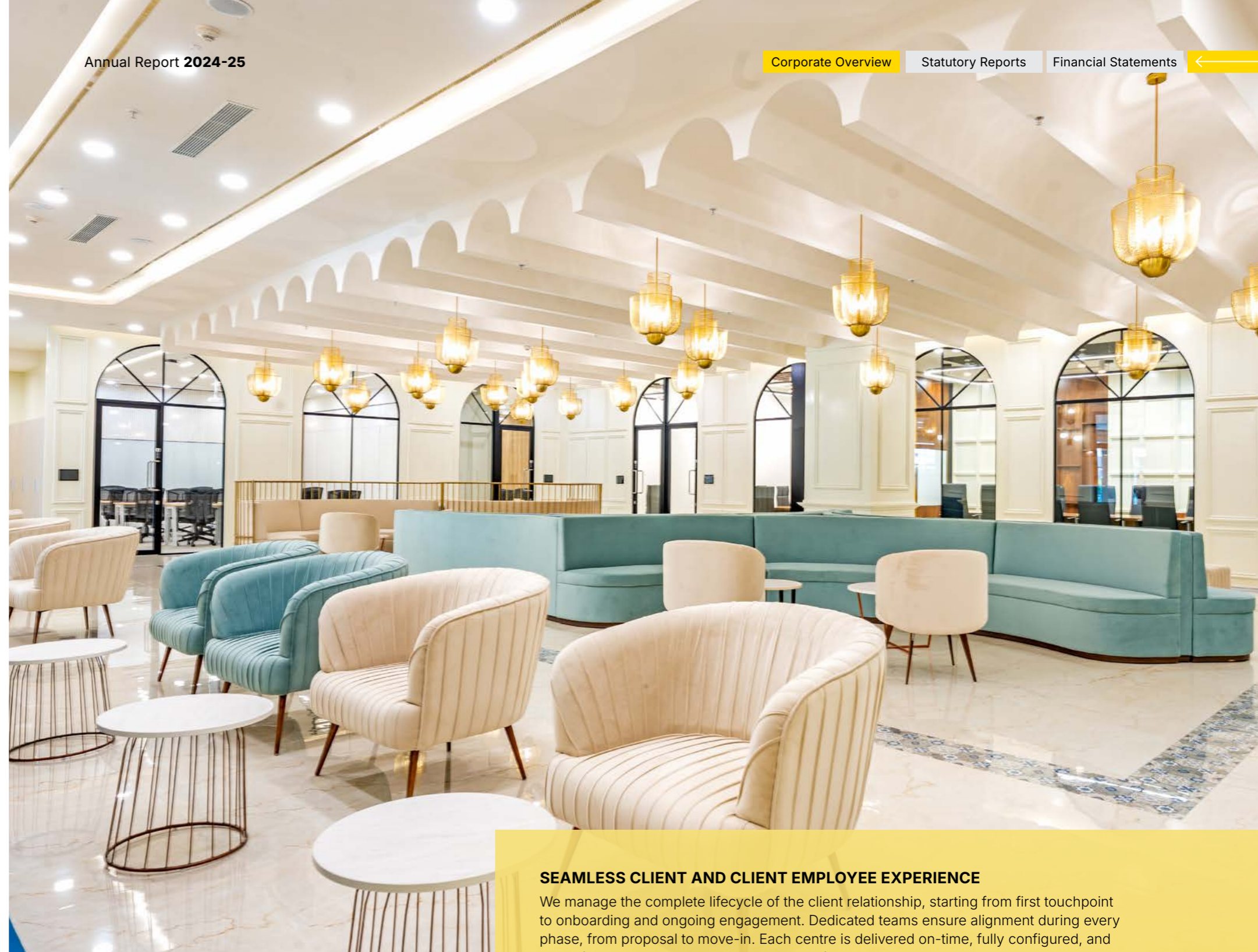
83.12%

OCCUPANCY RATE

31.90%

RENTAL REVENUE FROM MULTI-CITY CLIENTS

Metrics as per FY 2024-25



SEAMLESS CLIENT AND CLIENT EMPLOYEE EXPERIENCE

We manage the complete lifecycle of the client relationship, starting from first touchpoint to onboarding and ongoing engagement. Dedicated teams ensure alignment during every phase, from proposal to move-in. Each centre is delivered on-time, fully configured, and ready for use, ensuring a smooth transition for clients and their employees.

After onboarding, account managers provide continuous support, keeping service standards high and client needs proactively addressed. Our commercial structure is simple, transparent, and offers flexibility through scalable services. Agreements typically span three to five years, with usage-based options that suit evolving needs. Our approach ensures stability, responsiveness, and a workplace experience that drives retention and satisfaction.

For clients they get highly customised, tech-enabled workspaces with robust IT infrastructure—high-capacity bandwidth, secure data rooms, and advanced access control systems. For client employees, they get access to an integrated tech app with access amenities such as gyms, creches, parking, cafes, and grocery stores—making their workspace both secure and convenient, and that too at prime locations.

50 | 34 months

WEIGHTED AVERAGE TOTAL TENURE AND WEIGHTED AVERAGE LOCK-IN PERIOD (FOR 300+ SEATS)

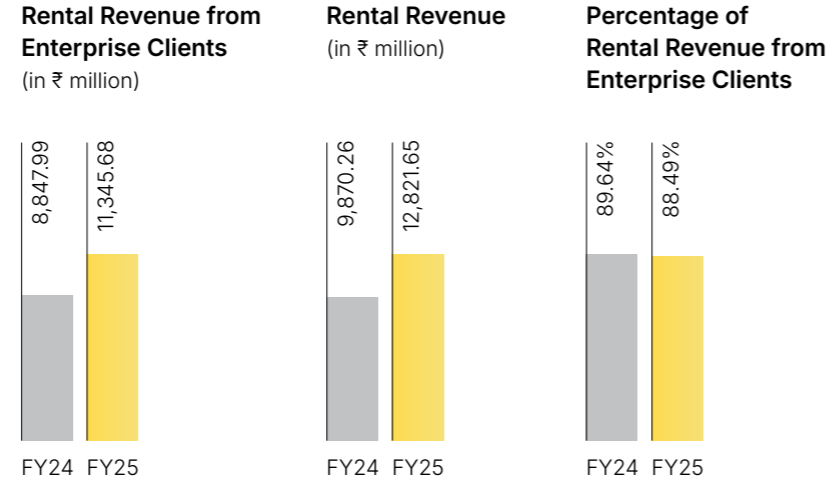
738

CLIENTS AS ON MARCH 31, 2025

CLIENT DIVERSITY AT SMARTWORKS

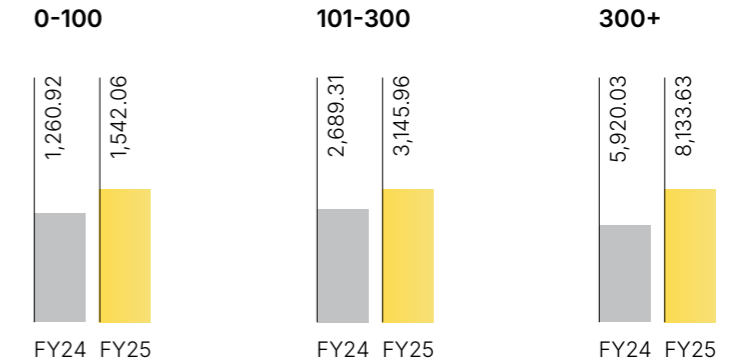
Rental revenue generated from enterprise clients

We focus on mid-to-large Enterprises and have built a growing Client base, which includes Indian corporates, MNCs operating in India and startups. Our focus is on acquiring Enterprise Clients with higher Seat requirements as well as emerging mid-to-large Enterprises, and grow with them.

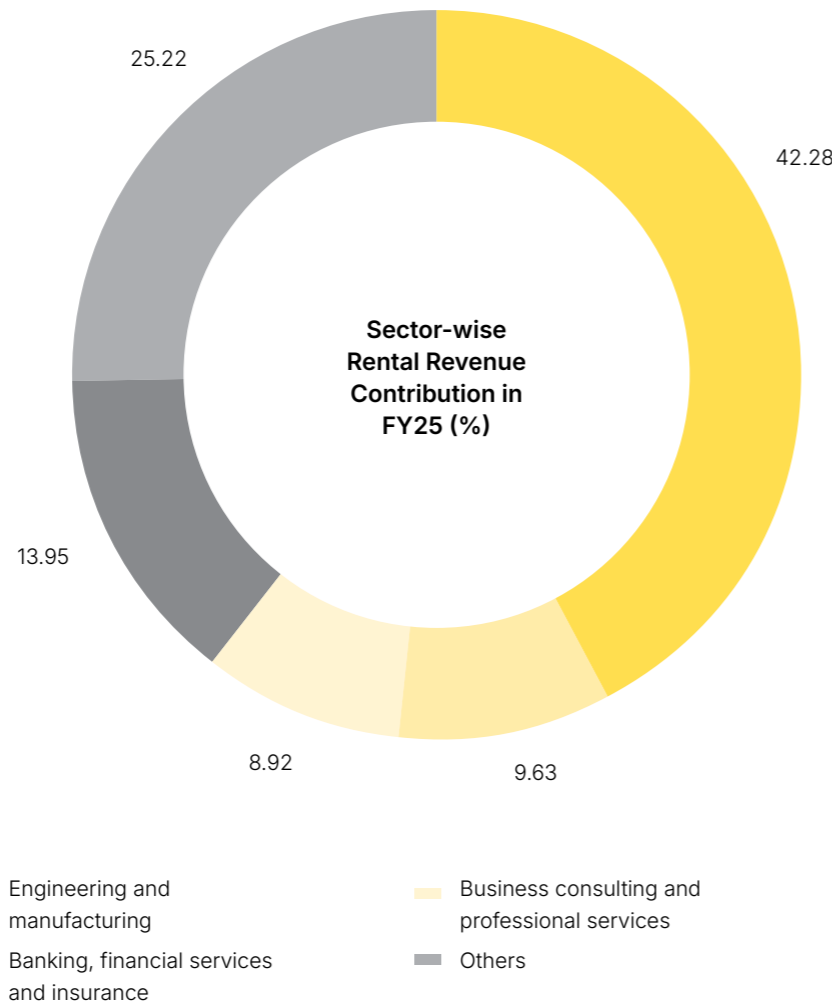


Rental revenue as per seat cohorts

We cater to the needs of all team sizes, from under 50 to over 6,300 Seats, with a specific focus on mid and large Enterprises that typically have a requirement of over 300 Seats. We believe that our ability to serve their customised infrastructure and operational requirements make us a suitable partner for them. Our largest Client deal size was over 6,300 Seats in Fiscal 2025, over 4,800 Seats in Fiscal 2024, demonstrating our value proposition and focus on serving large Enterprises.

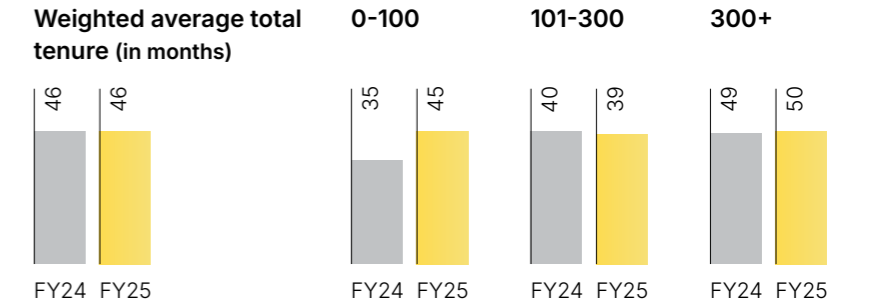


The diversification of the sectors in which our Clients operate is also an important factor impacting our operations. Our Clients are from diverse industries like information technology, engineering, insurance, energy, Ed-tech, e commerce, fintech and consulting. A majority of our Rental Revenue is derived from sectors other than information technology, technology and software development which contributed 57.72% of our Rental Revenue during Fiscal 2025.



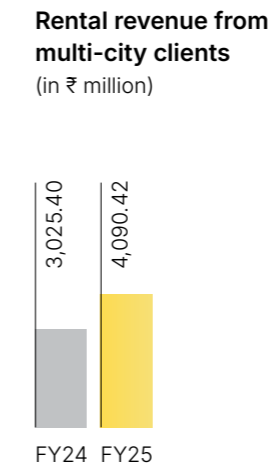
Weighted average tenure & lock-in tenure

Tenure patterns remain steady and favourable across seat sizes, with higher averages in 300+ seats cohorts. This points to enduring relationships and predictable revenue flows.

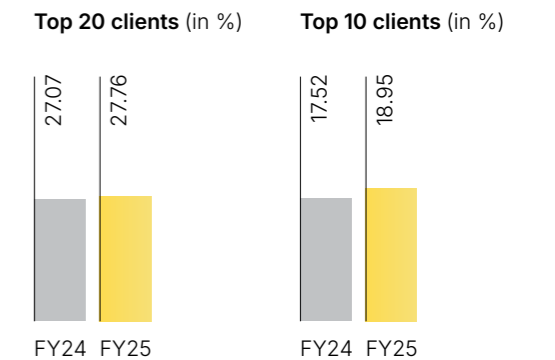


Rental revenue from multi-city clients

Enterprise clients operating across cities continue to contribute to our growth. Our ability to deliver consistent quality across locations drives higher wallet share and renewals.



Rental revenue from top 20 clients, top 10 clients

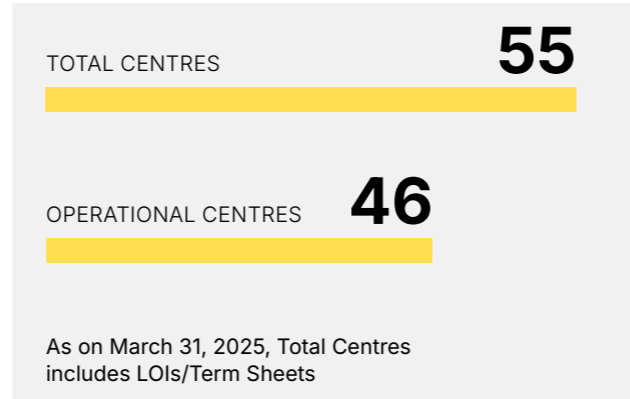


KEY PERFORMANCE INDICATORS

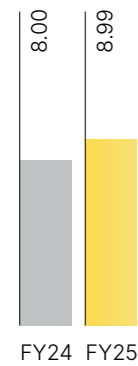
TRACK RECORD OF SUSTAINABLE PERFORMANCE

OPERATIONAL PERFORMANCE

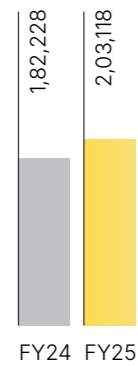
We have consistently scaled our operational footprint across prime commercial hubs, enhancing both reach and relevance. Our business has deepened its capacity, optimised centre utilisation, and expanded the infrastructure delivery to support rising enterprise demand. Growth in active centres, seat capacity, and contracted occupancies reflects our platform's ability to deliver ready-to-move solutions at pace. This operational agility, backed by process standardisation and tech integration, positions us to respond effectively to client needs while maintaining high service consistency.



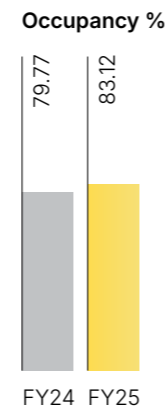
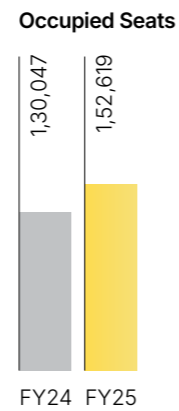
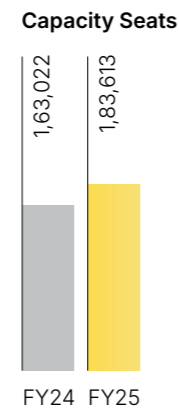
Super built-up area* (Mn Sq Ft)



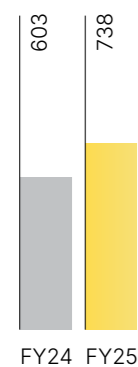
Capacity seats* (No.)



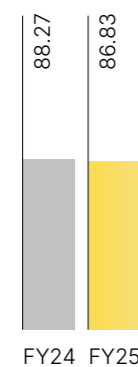
Operational Centres*



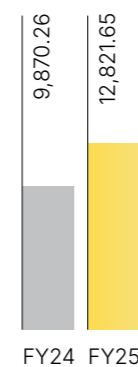
No. of clients* (Nos.)



Seat retention rate** (%)



Rental Revenue** (₹ in Mn)

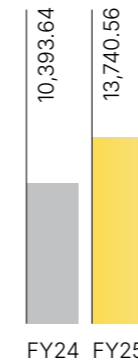


*As of Mar 31, 2025
**For fiscal year

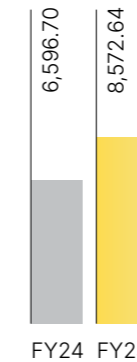
FINANCIAL PERFORMANCE

Our performance reflects disciplined execution, operational strength, and a focus on sustainable growth. We continue to drive margin improvement, optimise capital use, and reinforce cash flow stability. The business remains well-positioned to fund future expansion and support long-term value creation through a robust and scalable financial foundation.

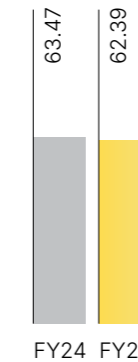
Revenue from operations** (₹ Mn)



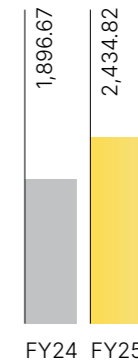
EBITDA** (₹ Mn)



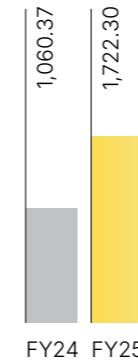
EBITDA Margins** (%)



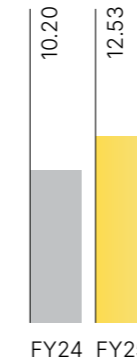
Normalised cash flow from operating activities** (₹ Mn)



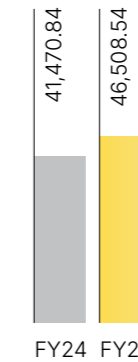
Normalised EBITDA** (₹ Mn)



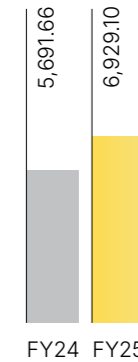
Normalised EBITDA Margins** (%)



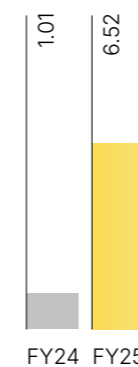
Total assets* (₹ Mn)



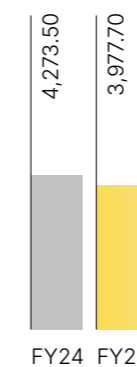
Normalised Capital Employed* (₹ Mn)



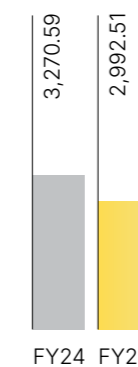
Normalised ROCE** (%)



Total Borrowings* (₹ Mn)



Net Debt* (₹ Mn)



*As of Mar 31, 2025
**For fiscal year

TECHNOLOGY EXCELLENCE

INNOVATING THE FUTURE OF WORK

Through our proprietary technology ecosystem, we have built an integrated platform that connects clients, their employees, and service partners. This platform powers every stage of workspace management—helping us plan better, build faster, operate leaner, and deliver consistently at scale.

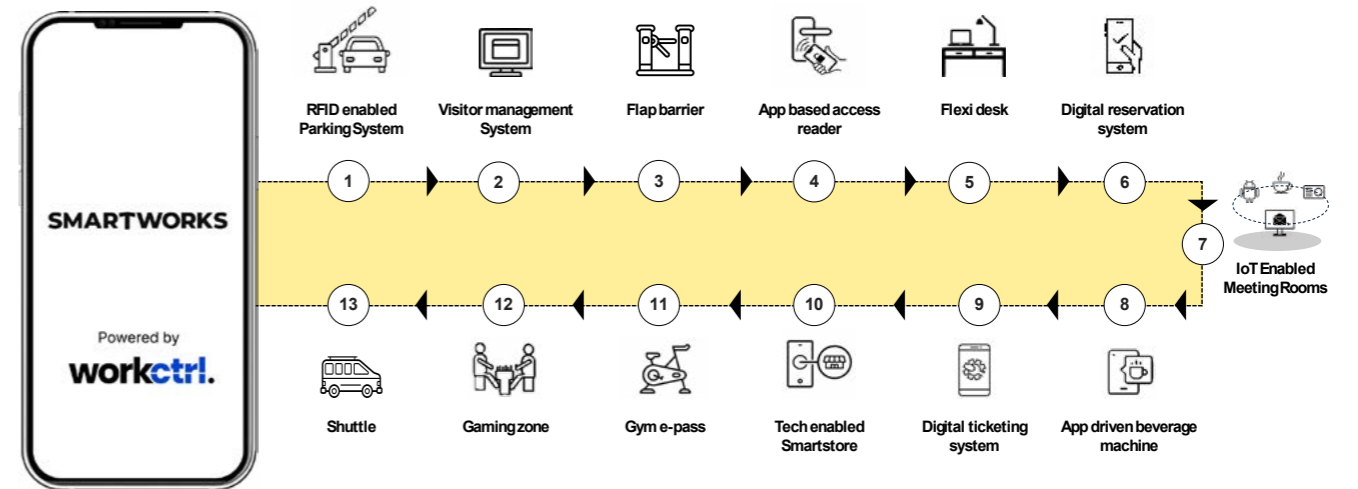


We have achieved tighter control over timelines, cost, and delivery quality by embedding technology across the value chain. This while enabling us to manage scale without compromising precision, predictability, or consistency, – even across multiple cities and diverse asset formats.

We are transforming the managed workspace industry by empowering organisations to manage, operate, and experience spaces through technology. Our roadmap is to

continually deploy innovative in-house solutions in the fields of asset management, workforce management, ESG-linked offerings, comprehensive project management, and digital market places.

SMARTWORKS SUPER APP



i Operational impact

Our solutions span design coordination, resource planning, energy optimisation, and service delivery. On the ground, they are used daily to:

1 Reduce delays through real-time project monitoring

2 Automate approvals to improve speed and compliance

3 Track asset health and enable predictive maintenance

4 Respond faster to client requests

This direct application of technology makes our operations efficient, scalable, and resilient.

OUR TECHNOLOGY STACK

At the heart of our operations lies a connected ecosystem of applications that seamlessly integrates design, sales, operations, and client engagement. Each application addresses a specific challenge, but together they form a single intelligent layer that powers our workspaces.

BuildX

Our proprietary project and design management platform reduces delivery timelines, digitises site coordination, tracks vendor performance, and embeds site health checks—ensuring projects are delivered faster, at predictable cost, and to consistent quality standards.

CRM

Beyond sales pipeline management, our CRM tracks leads, proposals, client agreements, broker networks, receivables, and payments, while providing real-time visibility on portfolio health and occupancy. This strengthens both revenue governance and client servicing.

SMARTWORKS SUPER APP:

Smartworks Super App provides clients and their employees with a range of solutions, including access controls, cafes, sports zones, gyms, creches and much more.

It simplifies management and enhances the on-site experience with seamless access to essential amenities.

PROPERTY MANAGEMENT APPLICATIONS

Workctrl (Property Management Applications)

Workctrl, our flagship mobile app, serves as the daily operating system for workspaces. It enables employees and administrators to manage facial recognition access, attendance, meeting room and desk bookings, pantry services, visitor management, ticketing, and digital checklists—all in a single intuitive interface.

Cafeteria management

An IoT-powered platform that automates energy use, manages HVAC and lighting, and integrates with ticketing systems for proactive interventions. Today, the VBMS monitors 1,083 IoT devices across 42 centres, delivering measurable energy savings and sustainability impact.

Virtual building management system

Our IoT-powered platform links HVAC, lighting, and energy usage into a centralised dashboard, automatically optimising consumption and integrating with ticketing to trigger rapid interventions.

Ticketing

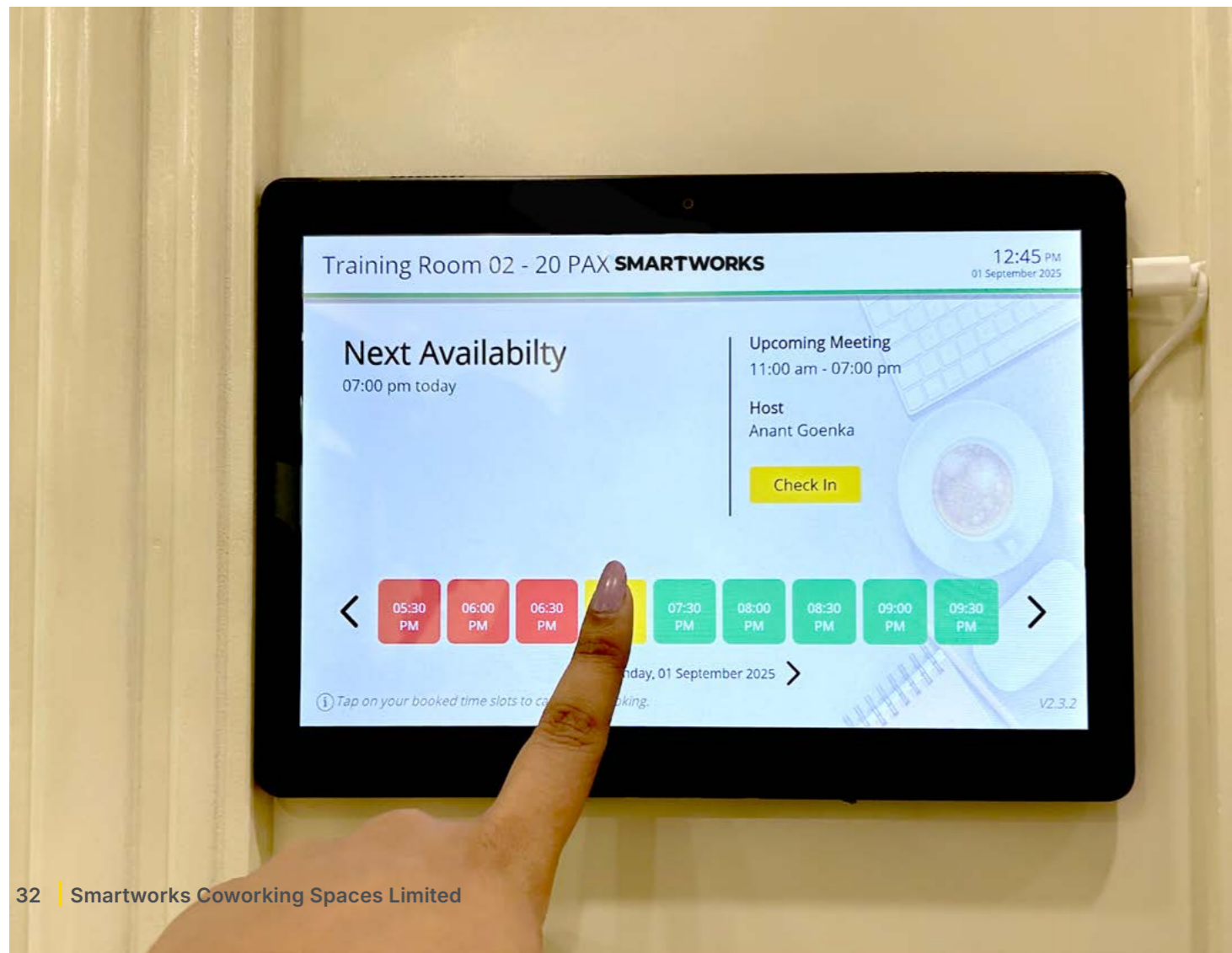
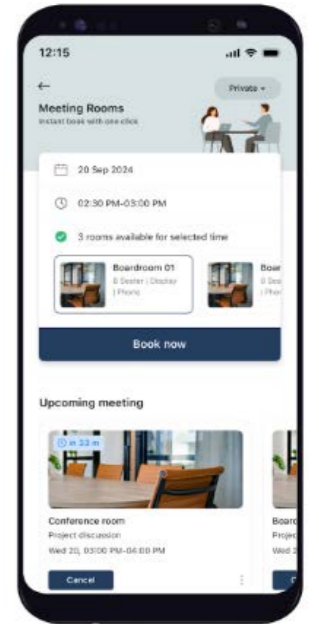
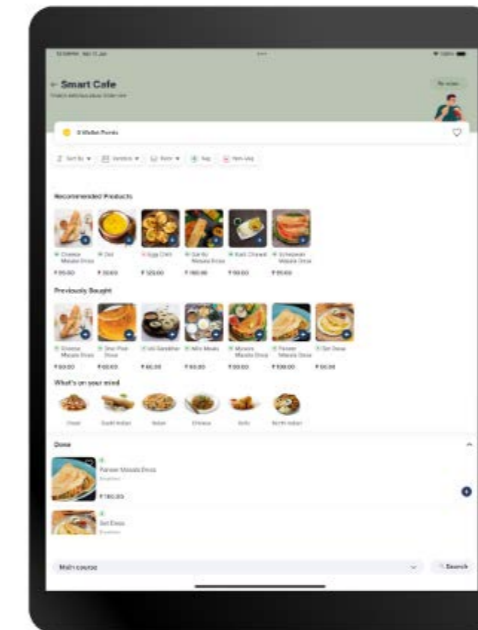
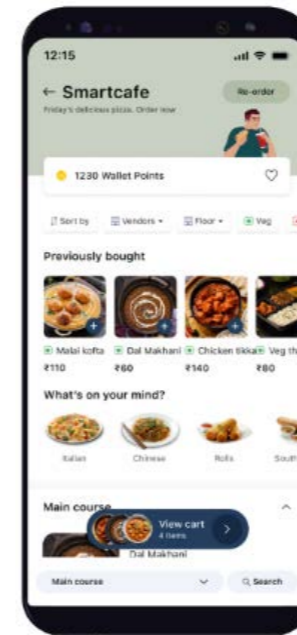
A centralised resolution engine that captures client grievances, vendor issues, and internal service requests at scale. Its data stream feeds into analytics dashboards, enabling SLA tracking and continuous improvement.

Client portal

The single point of engagement for client administrators, digitising service offerings, administrative workflows, and financial processes. Clients can manage employee access, bookings, subscriptions, and service requests, ensuring transparency and control.

ERP

The backbone of financial and operational governance, our ERP manages billing, procurement, vendor onboarding, purchase/work order creation, and inventory. Fully integrated with BuildX and CRM, it automates workflows, reduces revenue leakage, and improves turnaround commitments.



USING DATA TO IMPROVE DELIVERY

Every application in our stack generates a continuous flow of operational data. By harnessing these insights, we improve efficiency, predict and prevent issues, and enhance client experience. Looking forward, we aim to make our applications AI-enabled, integrate more IoT solutions, and leverage data to create smarter, more responsive workspaces.

We also plan to expand our technology as SaaS products, deploying them beyond Smartworks centres to support landlords and enterprises managing multiple disjointed systems—creating both cost efficiencies and new revenue opportunities.

CYBERSECURITY AND DATA PROTECTION

We operate under a comprehensive cybersecurity and risk management framework designed to safeguard client and company data. This is a multi-layered defence model that ensures efficiency and upholds trust, compliance, and resilience.

Key measures include:

- Strong encryption protocols for data at rest and in transit
- Multi-level access controls to prevent unauthorised use
- Firewalls, intrusion detection/prevention systems, and secure internet gateways
- Periodic security audits and compliance assessments aligned with industry standards

- Structured data backup and recovery systems to ensure business continuity
 - Ongoing employee awareness programmes on cybersecurity best practices
- This multi-layered defence model ensures that our technology not only drives efficiency but also upholds trust, compliance, and resilience.

EMPLOYEE

OUR PEOPLE, OUR CULTURE

At Smartworks, our people are at the core of our success. We believe that a thriving culture fosters innovation, ownership, and growth. Over the past year, our HR initiatives have been designed to strengthen this culture by focusing on building capabilities, enabling fast track careers, driving innovation in people practices, and aligning our employees to the company's values & long-term vision.



LIVING OUR PURPOSE

At Smartworks, our Vision, Mission, and Values have always been the foundation of our identity. This year, we reaffirmed and strengthened our commitment to these guiding principles through consistent leadership communication and role-modelling, ensuring each value is actively lived by our people every day.

TRAINING & LEADERSHIP DEVELOPMENT

We invested in structured training programs to upskill employees and ensure they are equipped for both current and future business needs. Targeted trainings across SOPs and supervisory skills have enabled our teams to deliver with greater consistency, quality, and client centricity.

In addition, we exclusively initiated 'Ascent' - leadership development program to groom the next generation of leaders within Smartworks.

EMPLOYEE EXPERIENCE

We launched multiple employees connect forums, feedback sessions, and recognition programs to strengthen the employee feedback channel and ensure their contributions are valued. Insights from these interactions guided us in designing and strengthening our employee-centric policies and initiatives that enhance employee experience.

INCLUSION & WELLNESS

We believe diverse perspectives fuel innovation and growth. At Smartworks, we are committed to embedding inclusion at every stage of the employee lifecycle. Alongside this, our wellness initiatives continue to focus on creating a safe, supportive, and healthy workplace, ensuring our people can bring their best selves to work every day.

794

TOTAL FULL-TIME EMPLOYEES AS ON MARCH 31, 2025

CLIENT SUCCESS

VOICES THAT ENDORSE US

We specialise in serving large Enterprises that have large teams, multi-city presence and customised infrastructure and operational requirements. We also serve mid and emerging Enterprises and other organisations. We grow as their business expands.

We are present in key clusters across Indian cities. This gives our clients the ability to choose office spaces across locations based on their requirements. Our modern workspaces are quickly configurable to meet diverse needs.

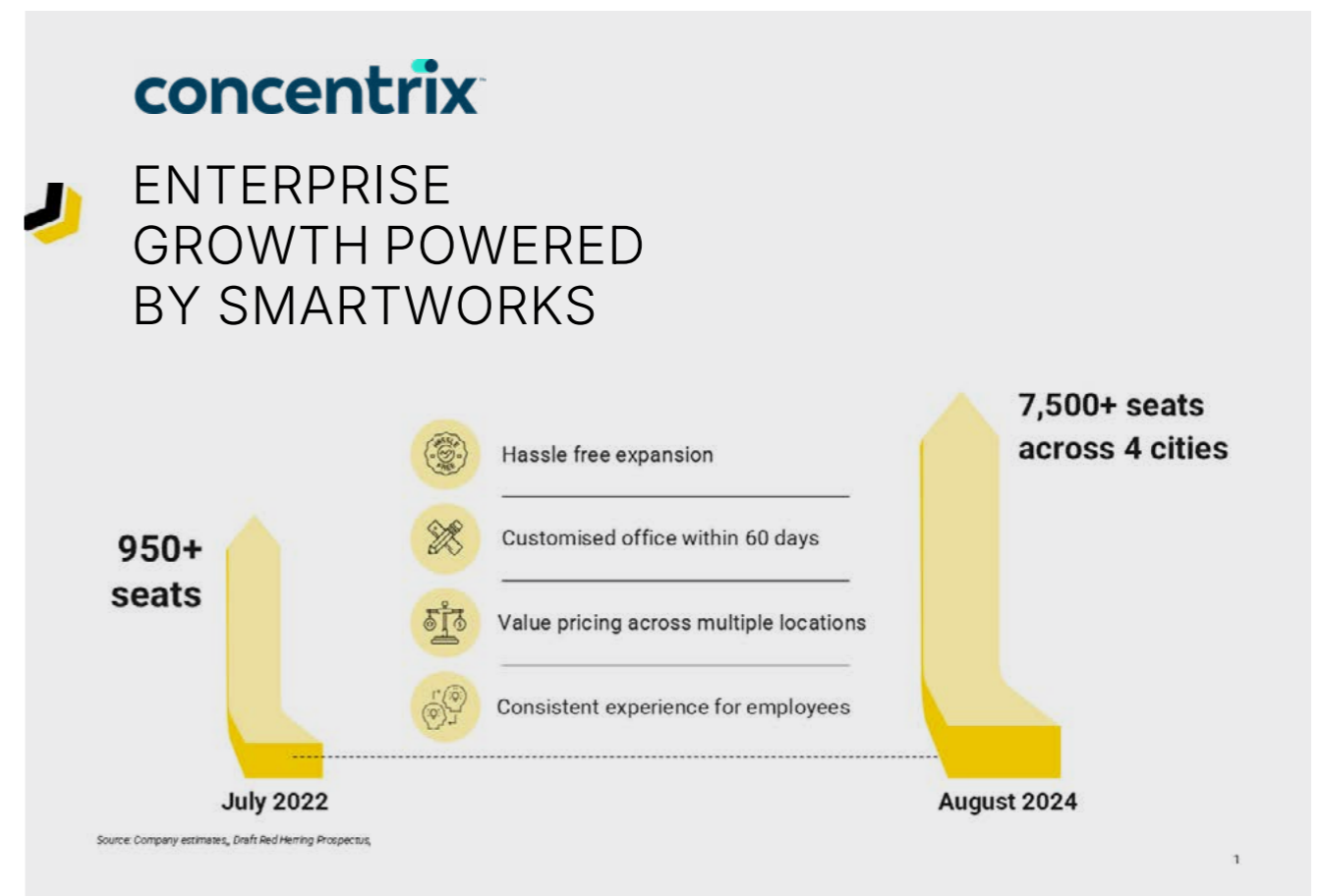
By providing fully managed, aesthetically pleasing and tech-enabled Centres, in prime locations at value-centric pricing, we achieve

financial and capital efficiencies for our clients. Additionally, we focus on creating aspirational and daily-life amenities that are likely to enhance well-being, fostering a vibrant and engaging work atmosphere.

We have a diverse client base that includes Indian corporates and MNCs, such as Google IT Services India Private Limited,

L&T Technology Services Limited, Bridgestone India Private Limited, Philips Global Business Services LLP, Persistent Systems Limited, Billionbrains Garage Ventures Private Limited (Groww), MakeMyTrip (India) Private Limited. Many of our Clients have long-term contractual arrangements with us across multiple locations.

#CASE STUDY



TESTIMONIALS

STRONG CLIENT REFERENCES



With Smartworks, we are able to augment our existing offices while maintaining the vibrant and digital-first office, hassle-free and touchless experience across all our locations in India.

Girish Gaitonde
Founder



We've set up our corporate headquarters with Smartworks in Mumbai. At a strategic location, with well-maintained infra, amenities, gaming and recreational zones provide our employees with a more enjoyable and productive work experience.

Sushant Dash
Starbucks India CEO



We were looking for an agile workspace provider with pan-India presence who could help us grow in other regions with room to scale-up. We have expanded our footprint exponentially with them in 5 cities.

Rahul Garg
Founder & CEO



Our building gained a front foot in the occupancy that would have taken 2 years. Takes away the hassle of making multi-design floors/offices for different clients. Over 60% space was leased within months of going live.

Ashish Malpani
Malpani Agile Building



The capital value of our property has appreciated, and we have a clear view of cash flows. Along with a strong return on investment, multiple large and well-known Enterprise names.

D.K. Mittal
Maple Corporate Towers



Leasing buildings to them has saved us the pain of dealing with multiple brokers and IPCs and the gestation period of scouting for tenants.

Sadanand Shetty
Amar Sadanand
Technology Park



Their digitally-enabled ecosystem focused on contactless services, safe and hassle-free workspace for employees... access to multiple prime office locations, room to expand, world-class infrastructure and takes away the stress of managing a workspace.

SP Ravi
President – India
and Manila Operations



Smartworks' commitment to providing value-driven workspaces without compromising on the quality is applause-worthy, understood our requirements and suggested the best office space, design and layout ensuring optimal space utilisation!

Satish Seetharam
Managing Director



With Smartworks, we are confident of a long-term income stream & assured tenancy and we have a huge cost advantage.

Dr. Jagdesh Belur
Karle Town Centre



Stickiness of Smartworks' clients are beneficial to us; no-churn means sustained profits.

Chandrakant Kankariya
Olympia



SUSTAINABILITY

SUSTAINABLE GROWTH. SMARTER WORKSPACES.

Sustainability is embedded in the way we design, build, and operate our managed workspaces. Our approach integrates environmental responsibility into every stage of the workspace lifecycle—from energy-efficient infrastructure and renewable energy adoption to waste minimisation and green-certified operations. We lead the industry with forward-looking ESG practices that reduce environmental impact while enhancing operational efficiency. This enables our clients to work in spaces that are both high-performing and environmentally conscious.



KEY FOCUS AREAS

Since June 2023, we have advanced this commitment through a comprehensive ESG programme with short- and long-term goals. The focus is on clean energy, stronger environmental performance across Centres, and deeper integration of sustainability with technology. Alongside, we are developing social programmes and strengthening risk management to ensure our positive impact extends to the communities we serve, while also helping clients meet their own sustainability targets.

Some of the initiatives already being undertaken by us include:



Energy

We are investing in a 9.9 MWp captive solar project and deploying in-house lighting controls and IoT-enabled meeting rooms to optimise energy use



Waste reduction

Single-use plastics have been curtailed, while hand dryers have replaced tissues to minimise paper waste



Water conservation

Aerators installed in 20 Centres are helping reduce tap water consumption



Tracking and reporting

Monthly monitoring of energy, water, and waste ensures accountability and progress measurement

AWARDS AND ACCOLADES

RECOGNISED FOR EXCELLENCE



INDUSTRY RECOGNITION

Awarded "Managed Space Brand of the Year (National)" at Economic Times Real Estate Awards



Awarded "Co-working Project of the Year – North" at the 13th Estate Awards



Awarded "Most Preferred Flexi Space in India" at BW Flexi Spaces Awards



Awarded "Best COVID Measures at a Flexi Space" at BW Flexi Spaces Awards



TECHNOLOGY INNOVATION

Awarded "Best Technology Enabled Flexi Space" at BW Flexi Spaces Awards



Received "Co-working Technology of the Year" at Realty+ Working Summit & Awards



Received two gold awards at iNFHRA Flexi Con India Awards for Best Managed Office Brand and Best Tech Stack (above 3 Mn. sq. ft. footprint)



GROWTH LEADERSHIP

Recognised as "India's Growth Champion" by The Economic Times and Statista twice in a row



Recognised in HURUN India Future Unicorn List



Featured among the "Top 500 Asia-Pacific High-Growth Companies" by Financial Times and Statista twice in a row



Recognition from ASK Private Wealth HURUN India Future Unicorn Index twice in a row



BOARD OF DIRECTORS

ATUL GAUTAM

Chairman and Non-executive Director

Atul Gautam brings over 42 years of experience in banking and financial services. He served in senior roles at Punjab National Bank and was a senior advisor to the Indian Banks' Association. He holds a bachelor's degree in science and a master's in western history from the University of Lucknow. He has been associated with Smartworks since 2024.

NEETISH SARDA

Managing Director

Neetish Sarma is the Managing Director and Founder of Smartworks. He founded the company in 2016 and leads its operational and strategic functions across sales, business development, product, and technology. A science graduate from the University of London, he has received several accolades for entrepreneurship and innovation. He holds over nine years of experience in the flexible workspace sector and is currently driving Smartworks' vision and growth.

He has been bestowed with industry leading recognitions and awards such as Promising Entrepreneur of India by The Economic Times, India's Impactful CEOs of 2024 by Times Now, Dynamic Entrepreneur of the Year Award (Business Transformation) by Entrepreneur India, and many more.

HARSH BINANI

Executive Director

Harsh Binani is the Co-founder and Executive Director of Smartworks, India's Largest Managed Office Platform and one of Asia's leading provider of flexible workspaces for enterprises.

With over 14 years' experience spanning McKinsey & Company in Chicago and high-growth entrepreneurship, he has been recognised among BW Disrupt's 40 Under 40 achievers. A Distinguished Alumnus of Shri Ram College of Commerce and an MBA graduate from the Kellogg School of Management, he is credited with redefining the workspace experience across Asia and shaping the future of enterprise offices in the region.

At Smartworks, Harsh leads the company's financial and corporate strategy, guiding investor relations, finance, marketing, and human resources to align with its long-term vision and growth.

HO KIAM KHEONG

Non-Executive Director

Ho Kiam Kheong has more than 35 years of experience in real estate investment, development, and operations across geographies. He currently leads fund management and investment for Keppel Capital in India. He holds degrees in civil engineering and engineering science from the National University of Singapore and the University of Liverpool. He joined Smartworks in 2024.

RAJEEV RISHI

Independent Director

Rajeev Rishi brings over 37 years of leadership experience in Indian banking, having held roles in multiple public sector banks. He holds degrees in arts and law, and a diploma in advanced HR management from the University of Michigan. He is a member of the Indian Institute of Banking and joined Smartworks in 2024.

V K SUBBURAJ

Independent Director

V K Subburaj has over 33 years of administrative experience, having served in key government ministries, including as Secretary in the Department of Pharmaceuticals. A former IAS officer, he also served as a technical member at NCLT. He holds a PhD in agriculture and has been associated with Smartworks since 2024.

PUSHPA MISHRA

Independent Director

Pushpa Mishra is a legal professional with over two decades of experience in commercial, corporate, arbitration, and constitutional law. She holds a law degree from the University of Calcutta and has been enrolled with the Bar Council of West Bengal since 1997. She has been associated with Smartworks since 2024.

MANAGEMENT TEAM

PRATIK RAVINDRA AGARWAL

Chief Business Officer

Pratik Agarwal leads sales, business development, account management, and leasing at Smartworks. He holds a bachelor's degree in science and a diploma in economics from the University of London. Since joining the company in 2016, he has played a pivotal role in scaling its enterprise footprint and managing key business verticals.

ANIRUDH TAPURIAH

Chief of Strategy and Investor Relations

Anirudh Tapuriah leads fundraising, investor relations, M&A, business finance, and strategic initiatives at Smartworks. A qualified Chartered Accountant, he has also cleared the final examination of ICSI and completed the Executive Program in Business Management from IIM Calcutta.

He has further enhanced his professional expertise by clearing the limited insolvency examination and the valuation examination in the securities/financial assets class conducted by IBBI.

Before joining Smartworks in 2021, Anirudh was associated with Shyam Steel, SBI Capital Markets, and Grant Thornton. As on date, he brings over 14 years of extensive experience.

SAHIL JAIN

Chief Financial Officer

Sahil Jain oversees accounting, banking, and secretarial functions at Smartworks. He is a fellow of both ICAI and ICSI, and holds a commerce degree from St. Xavier's College, Kolkata. He has completed a management program from IIM Bangalore and cleared two CFA levels. His earlier experience includes roles at Religare Finvest and Vision Comptech. He rejoined Smartworks in 2022 after a prior stint between 2018 and 2019.

GOKUL NOLAMBUR RAJASEKAR

Group Chief Technology Officer

Gokul Rajasekar drives product, technology, data, and design functions at Smartworks. He aligns cross-functional technology solutions with business objectives and supports both internal infrastructure and client-facing platforms. He holds an electronics and communication engineering degree from Anna University, Chennai, and joined Smartworks in 2022.

KALPANA DEVNANI

Chief Human Resources Officer

Kalpana Devnani leads the human resources function at Smartworks, focusing on performance-driven and inclusive culture development. She holds a B.Tech in computer science and a PG diploma from MDI Gurgaon. She previously served in HR leadership roles at Jubilant Foodworks, Esme Consumer, and ICICI Bank. She joined Smartworks in 2024.

PUNAM DARGAR

Company Secretary and Compliance Officer

Punam Dargar manages corporate secretarial and compliance functions at Smartworks. She holds a commerce degree from the University of Calcutta and is an associate member of the Institute of Company Secretaries of India. Prior to joining Smartworks in 2020, she worked with Agarpura Jute Mills Limited on a freelance basis.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Atul Gautam

Chairman & Non-Executive Director

Neetish Sarda

Managing Director

Harsh Binani

Executive Director

Ho Kiam Kheong

Non-Executive Director

Rajeev Rishi

Independent Director

V K Subburaj

Independent Director

Pushpa Mishra

Independent Director

CHIEF FINANCIAL OFFICER

SAHIL JAIN

COMPANY SECRETARY & COMPLIANCE OFFICER

PUNAM DARGAR

STATUTORY AUDITORS

DELOITTE HASKINS & SELLS LLP

SECRETARIAL AUDITOR

BABULAL PATNI,
PRACTICING COMPANY SECRETARY

INTERNAL AUDITORS

GRANT THORNTON BHARAT LLP

REGISTERED OFFICE

UNIT NO. 305 – 310, PLOT NO. 9, 10, & 11,
VARDHMAN TRADE CENTRE, NEHRU PLACE,
SOUTH DELHI – 110 019

REGISTRAR AND SHARE TRANSFER AGENT

CB MANAGEMENT SERVICES PRIVATE LIMITED

CIN: L74900DL2015PLC310656

MANAGEMENT DISCUSSION AND ANALYSIS

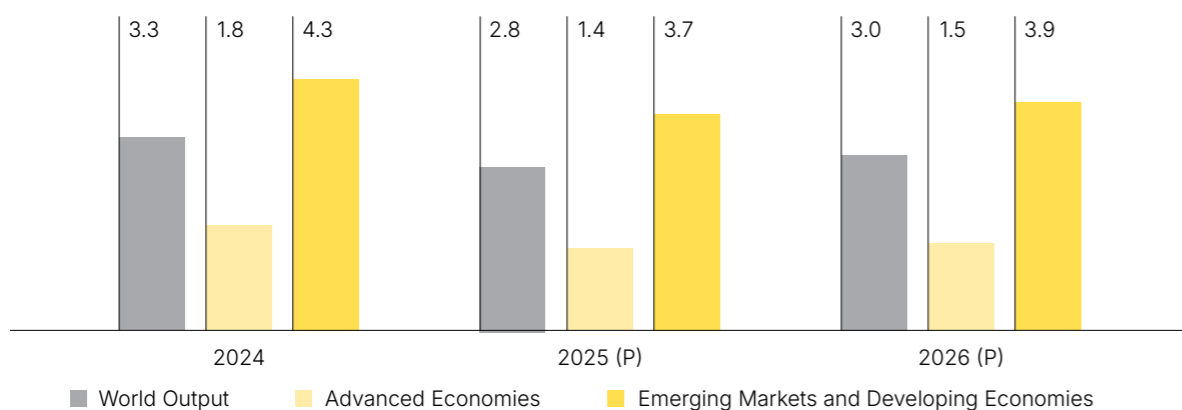


GLOBAL ECONOMY

The global economy demonstrated relative stability in 2024, despite persistent challenges related to economic conditions, international relations, and government policies. According to the International Monetary Fund (IMF), global GDP grew by 3.3% during the year, despite geopolitical and policy headwinds. Growth rates varied significantly across regions, with advanced economies recording slower expansion, while many developing nations, particularly in Asia, sustained steady growth, contributing 35% of global GDP.

The Asia-Pacific (APAC) region is a major contributor to the global economy, accounting for approx. 35% of the world's GDP and 56% of the world's population as of 2024. Its economic growth has shown resilience, supported by strong domestic demand and consumption across diverse economies, from developed nations like Singapore and Japan to rapidly expanding ones such as China and India. The region's average consumer price inflation stood at 4.4% in 2024, a decline attributed to falling commodity prices and domestic demand surpassing pre-pandemic levels.

Real GDP Growth (%)



(Source: World Economic Outlook, IMF)

Outlook

The global economy is on a steady growth path, with projections of a 2.8% expansion in 2025 and 3.0% in 2026. This outlook is supported by a broad recovery in major economies, driven by stable demand and easing inflation. Key emerging markets are expected to be major contributors to this growth.

According to the IMF, the Asia-Pacific (APAC) region is forecasted to grow by 3.7% in 2025, outpacing the global average. This momentum is powered by booming digital and infrastructure sectors, along with strong growth in services exports.

(Source: World Economic Outlook, IMF)

For Smartworks, this signals sustained occupier expansion across Asia, with India at the centre.

INDIAN ECONOMY

India's economy continued on a stable growth path in FY 2024-25, with Real GDP rising 6.5% (NSO) after 9.2% in the prior year, underpinned by strong domestic demand, robust services, and a sound policy framework. In August 2025, S&P Global upgraded India's sovereign rating to 'BBB', its first upgrade in 18 years, citing policy stability, fiscal prudence, and digital reforms. This enhances India's attractiveness for global capital and strengthens its long-term growth trajectory.

Despite near-term pressures such as US tariffs on select exports, India's large domestic market and diversified trade base provide resilience, with GDP expected to expand ~6.5% in FY 2025-26. Structural drivers remain intact: India has overtaken Japan as the world's fourth-largest economy (nominal GDP) and is targeting a \$5 trillion economy by FY 2027-28. Infrastructure push continues with a record capital outlay of ₹11.2 lakh crore (3.1% of GDP) in FY 2025-26.

Growth Drivers

The Indian economy continues to be supported by a combination of strong demographic and policy-driven tailwinds.

Youthful Demographics: The country possesses the world's largest working-age population, with approx. 69% of its citizens in this group. This demographic profile is a significant driver of long-term consumption and economic activity.

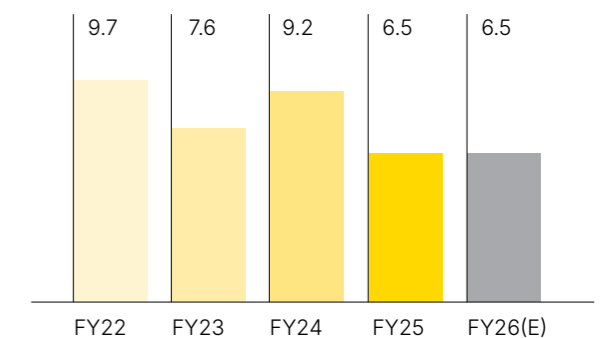
Rapid Urbanisation: The urban population is projected to grow from 36% in 2023 to 40% by 2036, fuelling substantial demand for modern infrastructure and commercial real estate.

Record Infrastructure Investment: The government's emphasis on infrastructure development is clear, with a record outlay of ₹11.2 lakh crore in FY26, equivalent to 3.1% of GDP, enhancing both physical and digital connectivity.

Pro-Growth Policies: Strategic government initiatives, including 'Make in India 2.0', the Production-Linked Incentive (PLI) scheme, and digital reforms, are strengthening manufacturing and exports and creating a favourable business environment.

This macro backdrop is fuelling demand for office stock and managed campuses, directly benefiting Smartworks.

India GDP Growth (%)



(Source: Press Information Bureau)



INDUSTRY STRUCTURE & DEVELOPMENTS

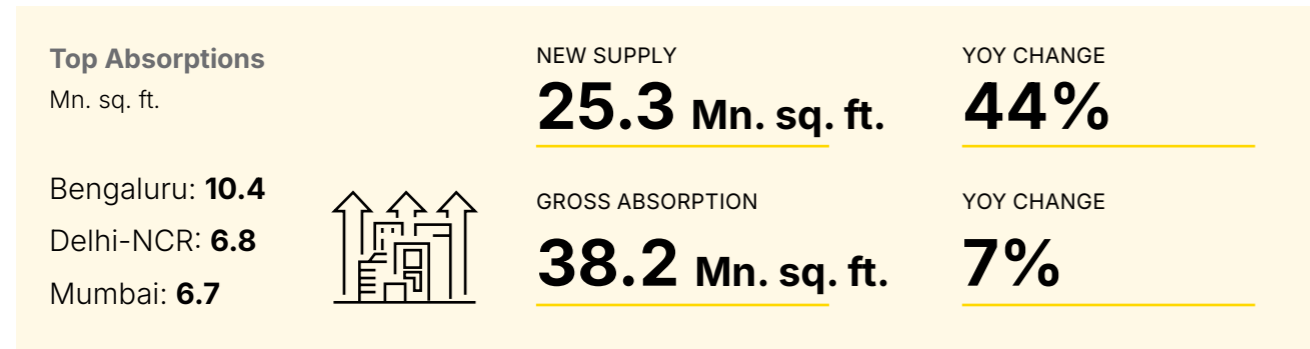
Commercial Real Estate Overview

Asia Pacific (APAC) Region

The Asia-Pacific region's commercial real estate landscape has significantly transformed in recent years. Between 2018 and the first half of 2024, the region saw a net addition of approx. 295.3 Mn. sq. ft. to its office stock, growing at a CAGR of 5.4%.

The office leasing market has returned to normal after the COVID-19 pandemic, with corporates resuming active real estate planning. The total Grade A office stock in the APAC region reached 1,176 Mn. sq. ft. by the first half of 2024. Tokyo leads the markets in terms of Grade A stock, with 284.9 Mn. sq. ft., followed by Indian cities such as Bengaluru with 156.4 Mn. sq. ft., Mumbai with 104.0 Mn. sq. ft., and Hyderabad with 89.3 Mn. sq. ft.

KEY STATISTICS: H1 2025



Singapore has become a leading location for corporate headquarters in the Asia Pacific, with the highest number of completed regional headquarters between 2014 and 2023. This is supported by its developed infrastructure, efficient regulatory processes, and a business environment that was ranked second globally in terms of ease of doing business in 2019, according to the World Bank's Doing Business Report, 2020.

INDIAN REGION

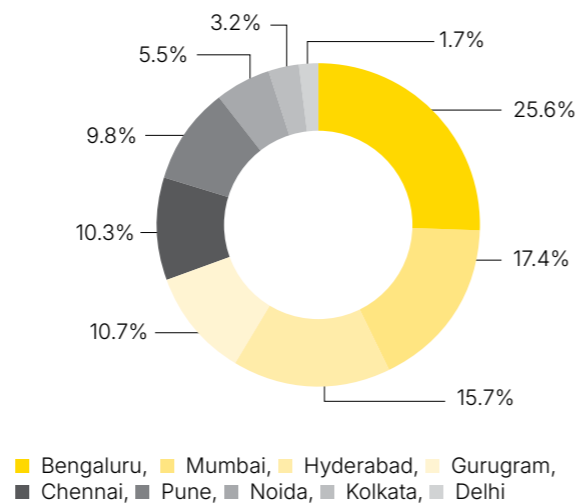
India is fast becoming a global hub for both manufacturing and services, positioning itself as "the office to the world" (as sighted in a report by Morgan Stanley) by leveraging rapid digitalisation and the energy transition for accelerated growth. India is the global leader in offshoring, with an estimated 5.4 million people employed directly in technology-related industries. This sector is forecasted to contribute approx. 57-58% of the global sourcing market in FY 2024-25, an increase from 55% in FY 2018-19 (Source: NASSCOM). The country's business environment has also seen substantial improvement, with its "ease of doing business" rank rising by 79 places from 142nd in 2014 to 63rd in 2019, according to the World Bank's Doing Business Report, 2020.

India's commercial office stock was estimated at approx. 883 Mn. sq. ft. as of March 31, 2025. This supply is forecasted to grow at a compound annual growth rate (CAGR) of 6.7%, reaching an estimated 1,072 Mn. sq. ft. by the close of 2027. With strong economic growth, India is projected to add its next Bn. sq. ft. of office space between

2036 and 2041. Morgan Stanley reports that India is set to become the office to the world with increasing GCCs and international companies establishing a presence in India.

India's commercial real estate sector is undergoing a massive transformation, moving from a modest market to a global hub.

In India, the commercial real estate is concentrated in the top 9 cities of Bengaluru, Mumbai Metropolitan Region ("MMR"), Hyderabad, Gurugram, Chennai, Pune, Noida, Kolkata, and Delhi.



Key Indian cities are experiencing high office absorption rates, driven by the country's economic growth and domestic consumption. The demand for high-quality spaces attracts both domestic and multinational corporations.

Following a period of disruption, gross office absorption in India's top nine Tier 1 cities has shown a strong recovery, rebounding from 35.0 Mn. sq. ft. in CY2020 to 78.9 Mn. sq. ft. in CY2024. This momentum continued into Q1 CY2025, with absorption reaching 17.2 Mn. sq. ft.

As of Q1 CY2025, 85.1% of the commercial office stock was categorised as Grade A, indicating a growing preference for quality spaces. The total occupied office stock in these cities reached 713.1 Mn. sq. ft. by Q1 CY2025.

FLEXIBLE WORKSPACES OVERVIEW

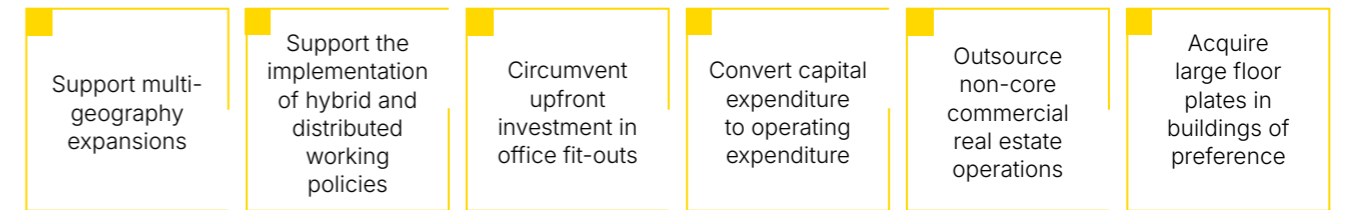
Flexible workspace solutions are primarily fully furnished and serviced real estate offerings that provide end users with flexibility in areas like space design, tenure, area,

location, and product. As organisations adapt to hybrid working models and prioritise capital efficiency and operational outsourcing, their integration into their real estate portfolios is becoming increasingly common. Operators are responding to this demand by offering world-class amenities and tech-enabled office spaces. The market has seen new solutions emerge, such as pay-per-use, day passes, and "fit-out as a service".

This shift in strategy is benefiting landlords who can lease their entire assets to a single-managed campus operator, thereby saving time and effort that would otherwise be spent on leasing to multiple tenants. The managed campus operator, in turn, provides flexible solutions to a diverse clientele with varied requirements.

Smartworks' enterprise-first, managed campus model is aligned with key industry tailwinds.

Reasons for the growing adoption of flexible workspaces



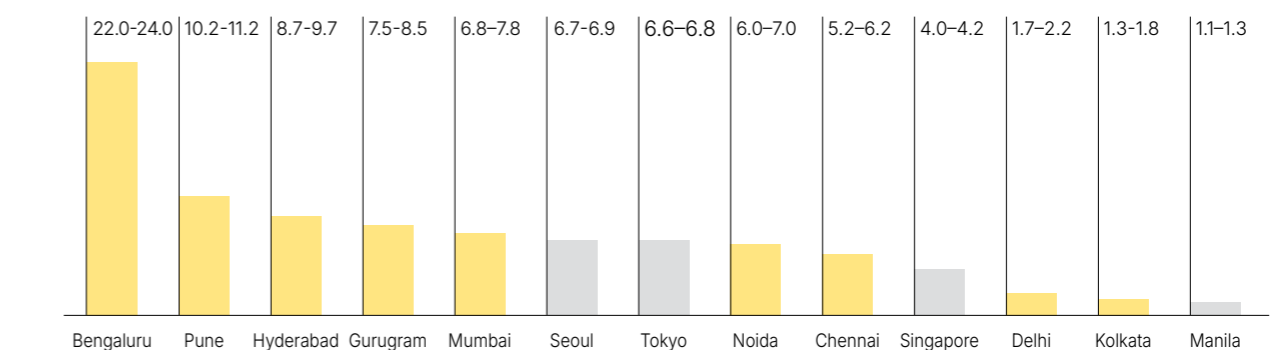
ASIA PACIFIC ("APAC") FLEXIBLE WORKSPACES OVERVIEW

The flexible workspace market in the Asia Pacific region is experiencing stable growth. The total volume of flexible space reached approx. 122 to 124 Mn. sq. ft. by June 2024, with over 3,000 centres now serving a wide variety of users. This expansion is driven by the shift towards hybrid work models, which has created a sustained demand for high-quality, amenity-rich, and sustainable workspaces.

(Source: CBRE Report)

Select Major APAC Cities – Total Flexible Workspace Stock (Mn. sq. ft.)

as of H1 CY 2024



Source: CBRE as of H1 CY2024; The flexible workplaces figures mentioned above include stock across all grades; Manila – Makati & Fort Bonifacio



Major sectors driving demand for flexible workspaces include technology, business services, and finance. High-growth cities such as Bengaluru, Pune, and Seoul have seen remarkable increases in demand. Notably, Bengaluru experienced a 107% year-over-year increase in 2024.

(Source: The Instant Group)

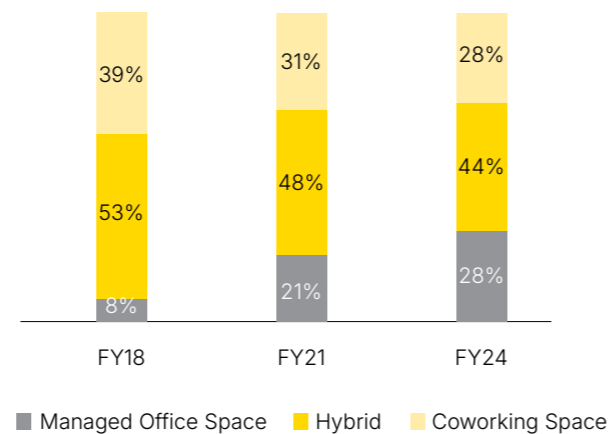
According to a CBRE survey, 78% of APAC occupiers prefer dedicated enterprise spaces, while 48% seek event space. This points to a deeper integration of flexible solutions, with over 25% of corporate real estate decision-makers already allocating more than 10% of their portfolio to flexible space. This is expected to rise to 39% over the next three years. Smaller firms are driving this trend due to their need for prime locations, shared amenities, and adaptability. The APAC flexible office market is projected to grow at a CAGR of over 21% from 2024 to 2031, reaching a market value of \$11.82 billion by 2030. This growth is supported by the continued adoption of hybrid work models, government incentives, and regional entrepreneurial activity.

(Source: NextMSC)

INDIAN FLEXIBLE WORKSPACES MARKET OVERVIEW

Flexible workspace is the fastest growing segment within commercial real estate. In a short span of 10 years, it has grown to approx. 96-100 Mn. sq.ft. as of Q1 2025 and is projected to further grow at a CAGR of 18-20%. This rapid growth of the entire segment reflects a fundamental shift in customer preferences for flexible workspaces as the future of offices.

Managed office space account for 28% of flex workspace stock as of FY 2023-24

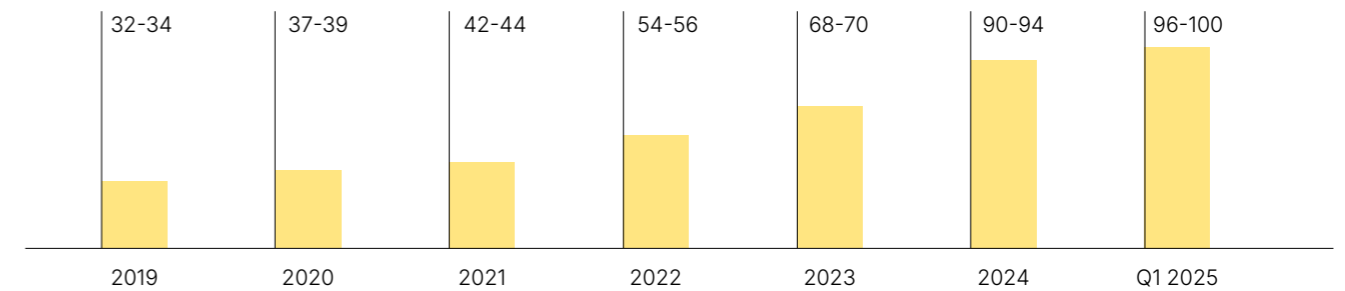


Source: Avendus Spark Real Estate sector - Flexible workspace Thematic

The market share of Managed Workspace (MWS) has grown significantly, from just 8% in FY18 to 30% in FY24. This expansion reflects a major shift away from traditional co-working models towards long-tenure, enterprise-focused solutions.

Flexible workspace stock in India's top nine Tier 1 cities surged from 35 Mn. sq. ft. in 2020 to over 88 Mn. sq. ft. by Q1 2025, with the pan-India stock reaching 96 Mn. sq. ft. This rapid growth is driven by the capital efficiency and flexibility MWS offers. Companies with more than 10% of their office space in flexible arrangements are projected to increase from 42% in 2024 to 59% by 2026.

The chart provides Y-o-Y total flexible workspaces stock across India (Tier 1 & Non-Tier 1 cities): Flexible Workspaces Stock – Mn. sq. ft.

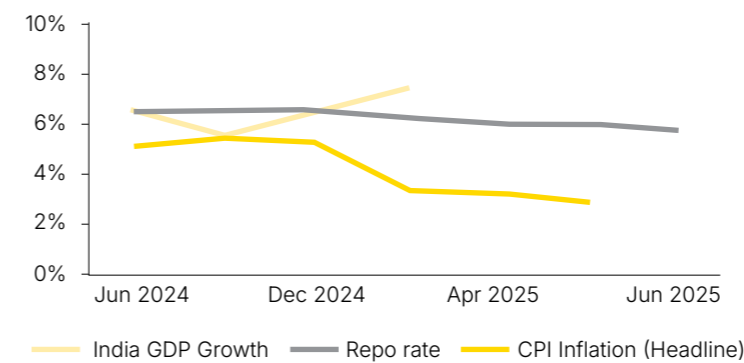


*All data as of Q1 CY 2025, estimate only.

The flexible workspace industry is moving beyond traditional co-working to offer managed campus solutions. This is a direct response to the growing demand from mid-to-large enterprises for customised, scalable, and amenity-rich office spaces. These managed campuses offer an integrated, hospitality-centric environment with value-added services like wellness programs and concierge services, which are crucial for attracting and retaining talent. Driven by strong and sustained demand, the total flexible workspace stock in Tier 1 cities is forecasted to grow at a CAGR of 18-20% from CY2024-27, reaching approx. 140-144 Mn. sq. ft. This growth momentum is evident in the record-breaking leasing activity, which surged to 39 Mn. sq. ft. in the first half of 2025.

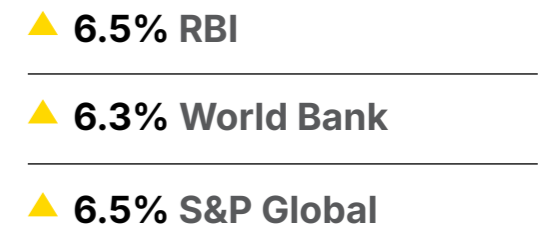


INDIA GDP TRENDS



Source: Ministry of Statistics and Programme Implementation (MoSPL), May, June 2025; CBRE Research Q2 2025

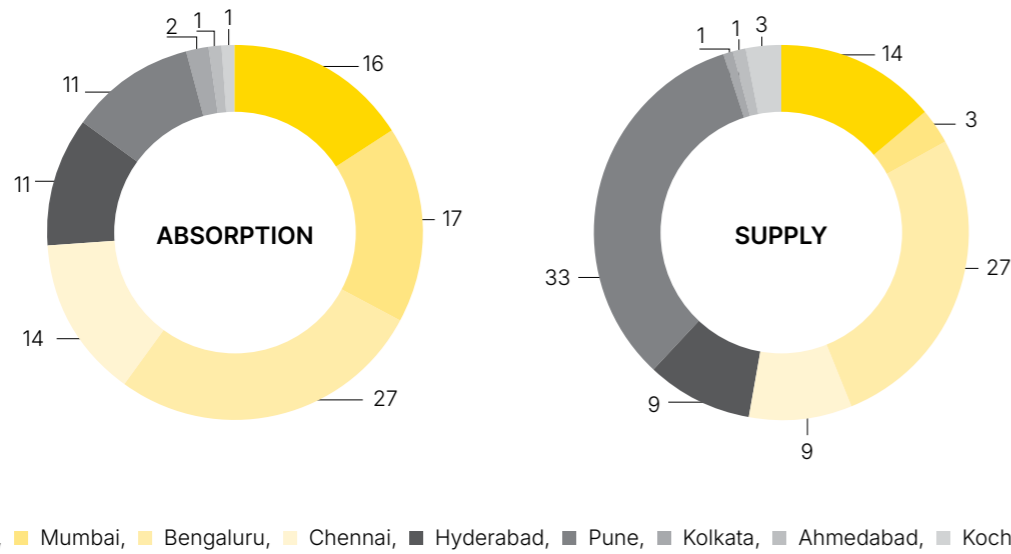
INDIAN GDP FORECAST FOR FY2026



Note: Arrows indicate a change from the previous forecast

Source: CBRE Research Q2 2025

CITY-WISE SHARE OF SUPPLY AND ABSORPTION IN H1 2025



Key Growth Drivers

The flexible workspace market is poised for continued growth due to several key drivers:

Growing demand from mid-to-large enterprises

Companies are increasingly adopting flexible workspace solutions to align their real estate strategy with business goals and to access high-quality, fully managed spaces without significant upfront capital expenditure.

Outsourcing non-core operations

Choosing a flexible workspace allows organisations to align with a single provider for all workspace-related needs, such as expenses, support, and escalations, thereby freeing up management's time and resources to focus on their core business functions.

Flight to quality and customisation

There is a strong preference for high-quality, Grade A office spaces that offer modern amenities and superior functionality. The occupiers are also increasingly seeking workspace customisation as per their preference alongside having bespoke, private/semi-private and dedicated office spaces.

Variety of offerings

Leading flexible workspace operators offer a range of solutions, including on-demand options, meeting and training rooms, and private or managed offices. This variety allows organisations to select a mix of services tailored to their specific needs, such as team size, location, and purpose.

Hybrid work models

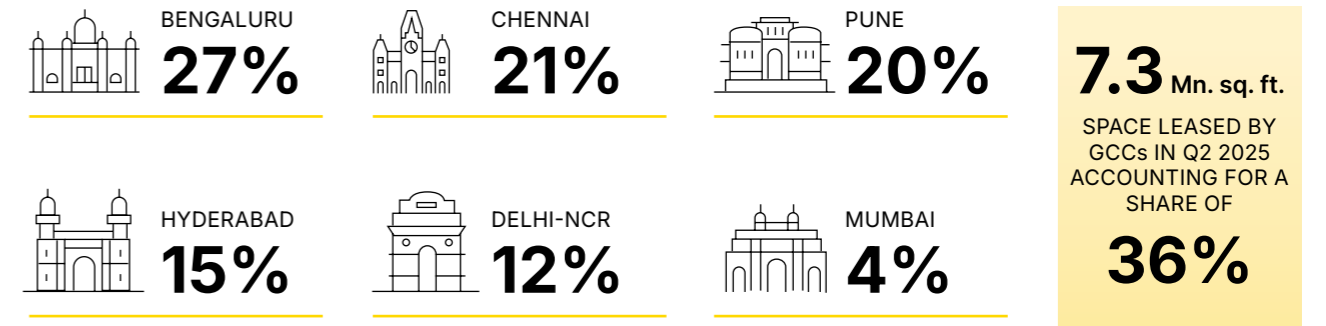
The widespread adoption of hybrid work models has increased the need for flexible, on-demand office solutions. Through flexible workspaces, companies offer their employees consistent experiences and the flexibility to work from multiple locations within a broader network.

Rise of GCCs

The expansion of Global Capability Centres (GCCs) and the shift of Indian tech companies towards higher value-added services are key drivers of demand for managed office spaces.

GCCs have become a dominant occupier group, particularly in cities like Bengaluru, Chennai, and Pune, which attract the majority of this demand. This trend underscores India's continued appeal as a global hub for enterprises seeking talent, cost efficiency, and operational resilience.

GCCs' LEASING SHARE IN Q2 2025



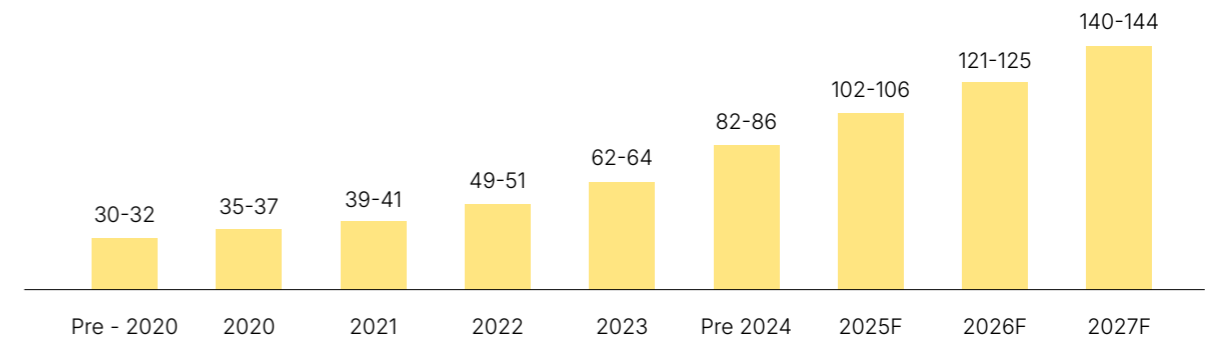
Source: CBRE Research Q2 2025

Growth in Tier 1 Cities

Driven by strong economic fundamentals and robust demand for Grade A office spaces, key Tier 1 cities are witnessing significant growth. This concentrated activity provides a strategic focus for players like Smartworks, which are capitalising on the sustained demand from large enterprises and Global Capability Centres (GCCs) in major metropolitan areas.

Forecasts for Stock of Flexible Workspaces in India (Mn. sq. ft.)

The forecasts for market size for flexible workspaces in India for all the top 9 tier 1 cities is outlined below:



Growth of Tier 2 and Tier 3 Cities

The market is expanding beyond Tier 1 cities, offering opportunities for operators to establish new centres in emerging markets.

OPPORTUNITIES AND THREATS

Opportunities

- Supply Opportunity:** The market is primarily concentrated in nine major cities: Bengaluru, Mumbai Metropolitan Region, Hyderabad, Gurugram, Chennai, Pune, Noida, Kolkata, and Delhi, ranked by market size. Notably, 70.2% of this organised commercial stock in India remains non-institutionally owned as of March 2025.

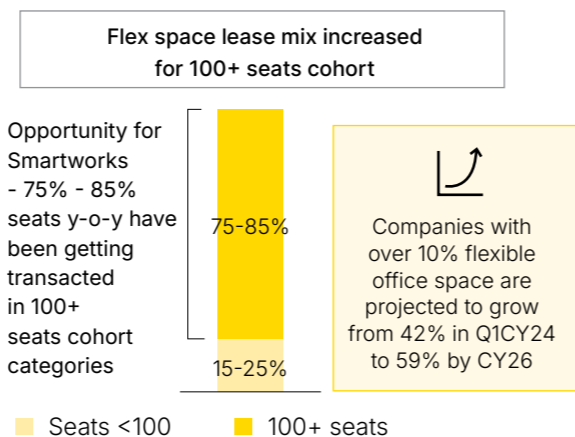
The Company has capitalised on this fragmented ownership structure by establishing strategic partnerships with passive and non-institutional landlords. We typically lease entire or large bare-shell properties—both newly constructed assets and existing ones transitioning from expiring leases. For example, properties such as Golf View Corporate Towers in Gurugram and Maple Corporate Park in Noida have been successfully integrated into our portfolio after their prior tenants vacated. This model has unlocked significant addressable markets, reflecting a landlord preference shift towards managed leasing arrangements over traditional leases.

- Demand Opportunity:** Fuelled by steady economic growth, domestic firms in India are emerging as a robust demand driver for office space. The availability of skilled talent, a supportive regulatory environment, and access to quality, cost-effective real estate make India an increasingly preferred destination for Global Capability Centres (GCCs) and multinational corporations. These occupiers are also incorporating flexible workspaces to support operational scalability and outsource elements such as workplace management, thereby boosting demand in the flexible workspace segment.

Occupiers show growing preference for modern integrated business parks with comprehensive amenities including food and beverage outlets, open outdoor spaces, wellness centres, and community events. Flexible workspace solutions continue evolving in use-cases, with organisations evaluating them to facilitate relocations, consolidations, and post-lease expiries.

The share of flexible workspace stock within Non-SEZ office stock across Tier 1 cities expanded from 7%-9% pre-2020 to 14%-16% by end-2024. According to CBRE's India Office Occupier Survey 2024, companies with over 10% of their office portfolio as flexible space are expected to surge from 42% in Q1 2024 to 59% by 2026. The majority of leasing activity over the past 2-3

years has occurred in flexible workspace centres accommodating 300 or more seats—a segment where the Company's pan-India footprint, value-oriented pricing, and expertise in managing large properties position it strongly.



Flexible workspace stock in Tier 1 cities grew from over 35 Mn. sq. ft. in 2020 to more than 82 Mn. sq. ft. by end-2024, at a CAGR of approx. 23-24%. The Company's managed leased area in Tier 1 cities grew at an even stronger CAGR of 38.37% during the same period, outpacing industry growth by more than 1.5 times in total area. The Company is well-positioned to leverage these supply and demand tailwinds to continue expanding its managed workspace portfolio.

Threats

The flexible workspace industry has witnessed considerable growth over the past few years. However, despite the consistent growth, there are certain inherent risk factors associated with this segment.

The flexible workspace industry is subject to risks arising from intense competition, economic cycles, and client turnover due to the short- to medium-term nature of contracts. Operators face potential supply constraints, rising costs, and asset-liability mismatches from long-term lease commitments versus shorter client arrangements. Further, rental escalations and client concentration may impact cash flows and profitability, necessitating effective risk management and diversification strategies.

- Smartworks' long leases, diversified clients, and annuity-driven model mitigate these risks.**

COMPANY OVERVIEW

India's largest Managed Office Platform

Smartworks Coworking Spaces Limited (referred to as 'Smartworks' or 'the Company') is an Office Experience and Managed Office Platform. From the very beginning, our vision has been to create office spaces that transcend the ordinary and revolutionise commercial spaces in India. In less than a decade, which includes two years of Covid, Smartworks has grown to be the largest managed office platform in India in terms of total stock. Our model addresses diverse workspace needs while driving greater productivity and engagement for enterprise clients across the country.

We offer high quality, customised, tech-enabled offices at value-centric prices, which provide both scalability and flexibility to our clients. Our managed campuses are designed to support the dynamic needs of modern businesses, providing seamless access to amenities such as cafeterias, gyms, crèches, medical centres, smart convenience stores, and collaborative zones. These aspirational amenities create environments that promote well-being, productivity, team cohesion, and a place where employees feel welcome every single day.

We focus on mid-to-large enterprises, with approx. 88% of our revenue coming from enterprises, majority of whom commit to more than 300 seats. From Forbes 2000 companies, global MNCs, Indian conglomerates to well-funded startups, our clients come from different diverse range of sectors and industries. Landlords, particularly passive and non-institutional owners, trust us to convert their bare-shell spaces into vibrant Smartworks-branded campuses. Each centre is designed using our extensive design library and is enabled by proprietary technology

platforms that simplify operations and elevate the user experience.

As of March 31, 2025, the company has a total super built-up area (SBA) of 11.79 Mn. sq. ft., across 55 centres in 14 Indian Cities and Singapore (incl. centres under fit-out, yet to be handed over and signed LOIs/Term sheets). The company's footprint is spread across key cities such as Bengaluru, Pune, Hyderabad, Gurugram, Mumbai, Delhi, Noida, Chennai & Kolkata.

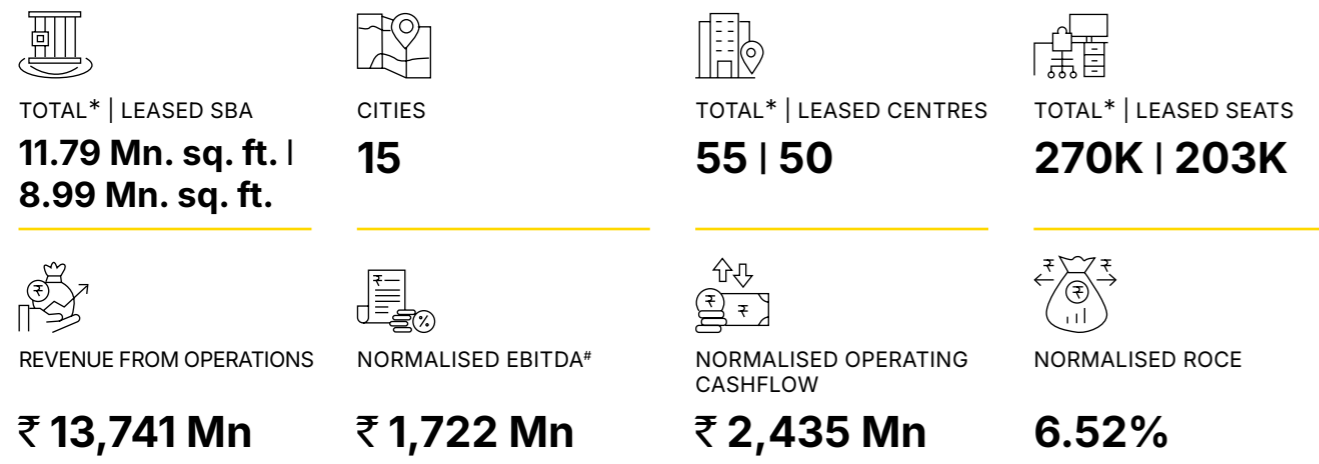
Smartworks = REIT-like annuity stability, flex agility, and client experience.

Predictable cash flows with a Normalised OCF/ EBITDA

Capital Efficiency; Scaled up with just ₹5,000 Mn equity raised till March 2025



Scaling Fast. Growing Profits. Generating Cash



*Incl. LOIs/term sheets

Financial numbers Normalised in this Annual Report are as per Non-GAAP measures

Smartworks, initially a co-working space provider, has strategically evolved into a managed office platform at an early stage. The company saw a distinct and compelling opportunity in India. While approx. 70% of the supply was with standalone, non-institutional landlords, majority of the demand came from mid to large enterprises. This gap led us to pioneer the Managed Office Platform – and yes, Smartworks created this category.

Smartworks has outpaced the segment and grown 1.5 times faster at a Footprint CAGR of ~38% from 2020-24.

Our platform seamlessly integrates all stakeholders, i.e., our landlords, clients, their employees and vendor partners into one ecosystem. Our landlords benefit from guaranteed rent which makes them increase their exposure with us. In fact, out of our 55 centres, 12 are from landlords or developers who have leased multiple buildings to Smartworks. For our 700+ customers, they get a flexible, hassle-free office across India at a value-centric price customised to their needs and delivered in 45-60 days. Over 30% of our revenue today comes from multi-city clients. And for our rate-contracted Vendor partners, they get regular work throughout the year with majority of them working on multiple projects with us. All this together has created a flywheel effect.

Our business model is long-term, annuity-like contracts with highly predictable cash flows from Forbes 2000 companies, global MNCs, Indian conglomerates, and well-funded startups. These aren't just one-off deals—they're stable, recurring revenue streams. We can think of it like a REIT but with a host of office services such as design, fit-out, day-to-day operations and all amenities included - achieved through an asset-light, capital-efficient model.

All of this has enabled Smartworks to scale significantly. Company's unique ability to take large campuses, which continue to grow in size, allows us to add 2-3 Mn. sq. ft. of space every year by taking only 7-8 buildings.

Supply Strategy

On the supply side, Smartworks is present across India, with supply in 14 Indian cities and Singapore, and approx. 94% of our spaces are in the key micro-markets of India. The company works with a diverse range of landlords, ensuring no dependency on any single developer or landlord. ~80% of our portfolio is sourced from city-linked regional promoters and landlords, who own around approx. 70% (as on March 31, 2025) of India's commercial stock—highlighting our exceptional ability to organise a highly fragmented market comprising one-time promoters and small / regional developers.

Source: CRBE report, Smartworks Prospectus

The company's supply typically responds directly to customer demand with strong pre-fill commitments from our existing clients, allowing us to scale up in a deliberate and de-risked manner.

Demand Strategy

The company's demand is enterprise-focused, coming primarily from clients with requirements of 300+ seats who commit to long tenures of over 4 years. We have a highly sticky client base with a high retention rate of over 85%.

On the Sector-side, we remain well-diversified: although IT & ITeS share is the largest in India's commercial real estate, for us, that share is only ~42%. We serve a broad spectrum of sectors including manufacturing, BFSI, and consulting and professional services.

Revenue Model

Our revenue is primarily generated from annuity-based rental income, in fact ~94% of our revenue is rental revenue, which provides us with significant stability and predictability. This gives us strong visibility into upcoming years.

Our cost of doing business continues to reduce because of economies of scale and standardisation – both CAPEX and OPEX continues to go down. As we continue to build our brand and with the use of technology, our cost of acquisition of customers and the sales cycles will also continue to decrease. Today we leverage a vast design library having built over 1,000 offices. We have built a proprietary platform, BuildX which brings together design, project and procurement team enabling us to deliver offices in 45-60 days.

From the outset, we have emphasised cash flow predictability and frugality as our core values.

Our Normalised Operating Cash Flow to Normalised EBITDA has consistently exceeded 1. As our EBITDA grows, our cash flows—which is the funds available for reinvestment and growth—have also increased significantly. The Normalised Cash Flow from operations is approx. ₹ 2,435 Mn in FY25.

Delivers 30–32 month payback vs 51-52 months for typical operators.

Our terms of trade are among the superior terms in the industry, with receivable days of less than seven days driven by our strong client base and ERP driven collection systems.

We believe our industry is unique with IND-AS accounting and different accounting policies are being followed, One common unified way to measure ROCE is to compute it basis Normalised Cash Flows. Our normalised ROCE for FY25 was 6.52%.

Receivable days of less than seven days consistently for last 3 Years.

RISK MITIGATION STRATEGY

Client Concentration Risk

Smartworks has a robust strategy to mitigate key business risks.

To manage client concentration risk, the top 10 clients contribute only less than 20% of rental revenue in FY25. The company typically limits any single client to a maximum of 30% of a centre's space. Its diversified client base across industries and regions further protects it from sector-specific risks. Long-term contracts add an additional layer of stability.

Asset liability mismatch risk:

Our focus on mid-to-large Enterprises sets us apart and drives longer lock-in periods and Client retention. Our pricing strategy strives to achieve Rental Revenue from Clients, which is at least double the lease rentals we owe to our landlords. As of March 31, 2025, in terms of the existing contractual arrangements with our clients and the balance lease period with them, the contracted lease rental income covers our rental obligations for FY 2025-26 and FY 2026-27, in terms of the lease agreements executed with our landlords. In terms of the existing contractual arrangements and the balance tenure of the lock-in period of the lease with our clients, the contracted lease rental income from such balance lock-in period is ₹ 20,604.15 million.

Cyclical Risks:

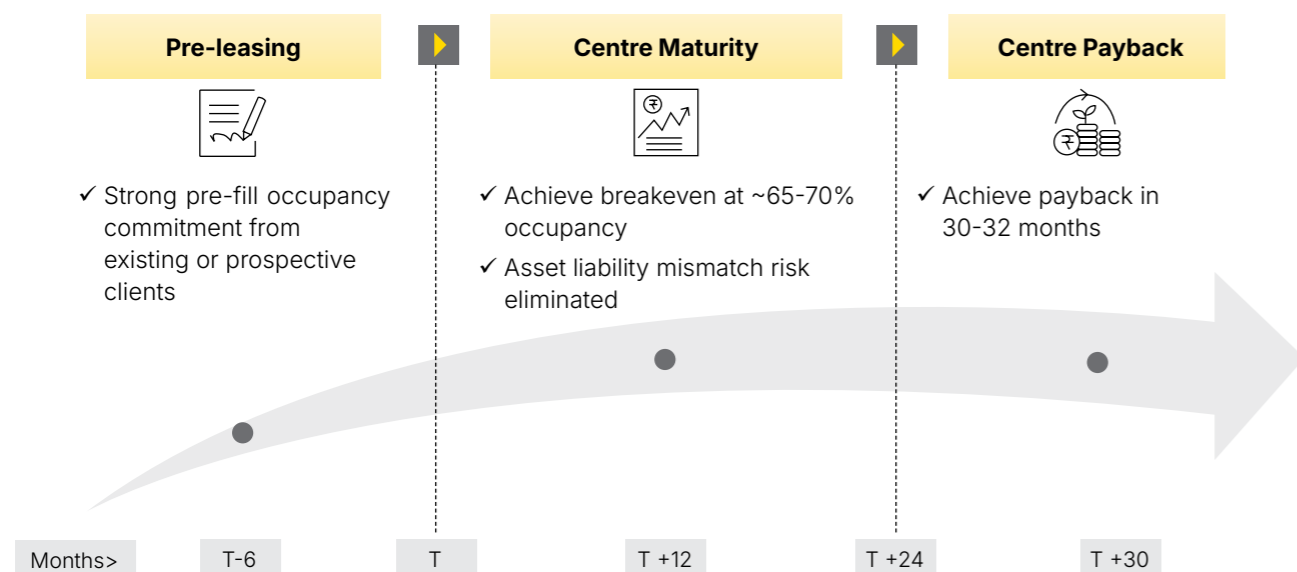
Our long-term contractual agreements with both landlords and clients create a protective buffer against the inherent cyclical fluctuations in occupancy and rental rates typical of commercial real estate markets. **This structural resilience was notably demonstrated during the COVID-19 pandemic period (FY 2020-21 and FY 2021-22), during which our revenue increased.** Our fortified contractual framework ensured steady income flows and reinforced business continuity amidst unprecedented market disruptions.

Our economics

Our profitability is driven by the maturity of our Centres. We classify our Centres as 'mature' (more than 12 months from the date of commencement of operations) and 'developing' (less than or equal to 12 months from the date of commencement of operations). Typically, we achieve breakeven vis-à-vis the operational cost of a Centre during the period of transition from 'developing' to 'mature'. Most of the initial operational expenditure incurred for a Centre is recovered by this breakeven point. Any incremental utilisation beyond breakeven flows to our unit-level profitability, as most of the cost is already recovered. Separately, our corporate costs, which primarily comprise employee expenses and corporate overheads, create a source of operating leverage as they get spread over a higher SBA across our Centres.

Below is a conceptual model of our Centre's economics

Lifecycle of a Typical Centre: Strong Unit Economics driving Superior Payback



As of March 31, 2025, the company had 794 employees dedicated to delivering operational excellence and customer delight.

~13.5 times, is a powerful endorsement of the strength of our business model and the potential of the opportunity we are pursuing.

The Company has successfully completed its Initial Public Offering (IPO) of Issue Size of ₹ 5,825 million out of which the primary issue size was ₹ 4,450 million. The issue size comprised of 14,321,474 equity shares with a face value of ₹ 10 each at an issue price of ₹ 407 per share (this includes 88,812 shares issued under the employee quota at a discounted price of ₹ 370 per share).

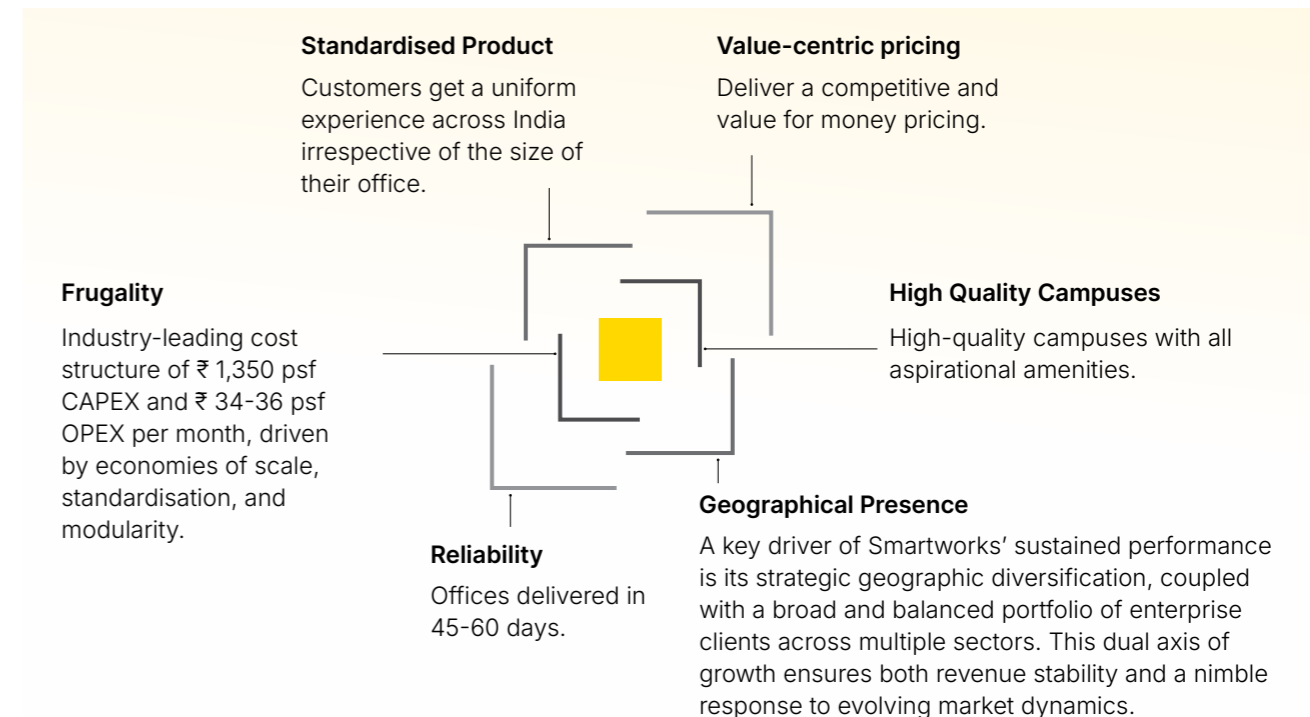
Following the IPO, the equity shares of the Company were listed on the National Stock Exchange of India Limited (NSE) and the Bombay Stock Exchange Limited (BSE) on July 17, 2025.

The proposed utilisation of the net proceeds from this issue includes towards repayment of certain borrowings, capital expenditure for fit-outs in the new centres and security deposits of the new centres and for General Corporate Purposes.

The market has overwhelmingly responded to our IPO. The resounding success of our IPO, oversubscribed by

		₹ in millions
Sr. No.	Particulars	Total estimated amount/expenditure
1.	Repayment/prepayment/redemption, in full or in part, of certain borrowings availed by our Company	1,140.00
2.	Capital expenditure for fit-outs in the New Centres and for security deposits of the New Centres	2,258.40
3.	General corporate purposes	566.32
		3,964.72

SMARTWORKS: WHAT WE STAND FOR



OUR STRATEGIC CHOICES DRIVING SUSTAINABLE GROWTH

	IMPACT
<p>Scalability</p> <p>Floors → Entire Campuses</p>	<ul style="list-style-type: none"> • Large scale allows Rapid Growth • Better space utilisation of ~45 sq. ft. feet/seat
<p>Customer Focus</p> <p>Retail clients → Enterprises & Multi-city clients</p>	<ul style="list-style-type: none"> • High Predictability and visibility for Revenue • ~88% Demand from Enterprise Clients
<p>Cash Flow</p> <p>Unpredictable → Highly Predictable</p>	<ul style="list-style-type: none"> • ~94% of revenue from annuity-based rental revenue
<p>Risk Mitigation</p> <p>Highly Uncertain → De-risked</p>	<ul style="list-style-type: none"> • Typically, not leasing >30% centre space to a client • Diversified by sector and geography • Asset-liability mismatch eliminated till FY27
<p>Pricing</p> <p>Niche Market → More Accessible</p>	<ul style="list-style-type: none"> • Focus on value pricing to make the product resilient in downturns and upturns

MULTIPLE SOURCES OF SUSTAINABLE COMPETITIVE ADVANTAGE

1. Largest Managed Office Platform

The company has a total super built-up area (SBA) of 8.99 Mn. sq.ft. as of March 31, 2025, across 50 centres in 15 cities, with a total seating capacity of 203,118.

From 2020-24, our managed leased area in Tier 1 cities grew at a CAGR of 38.37% during the period, outpacing industry growth by more than 1.5 times in total area - demonstrating our leadership position and ability to scale faster than the market. Between March 2023 and March 2025, we expanded our managed office space footprint at a 20.8% CAGR, while revenues grew at a strong ~39% CAGR, reflecting both operational excellence and scale leadership.

Largest managed office platform, amongst the benchmarked players, in terms of total stock.

2. Financially Stable Business Model

Our revenue base is strongly annuity-driven, with approx. 94% derived from rental income, ensuring steady cashflows and high visibility into future performance. Importantly, growth is backed by long-term enterprise relationships, ~88% revenue share from enterprise customers with large seat requirements (More than 60% of revenues come from customers with 300+ seats) and high client stickiness (~46 months average tenure and seats retention rate of over 85%)

~88% revenue from enterprise clients - predictable cashflows, high-volume, longer tenures and occupancy security

Our Demand is Enterprise-focussed, De-risked and Diversified across Cities and Sectors

Large, Multicity Enterprise Clients

~88%
RENTAL REVENUE (ENTERPRISE CLIENTS)

High Rental Visibility

83%
OVERALL OCCUPANCY RATE

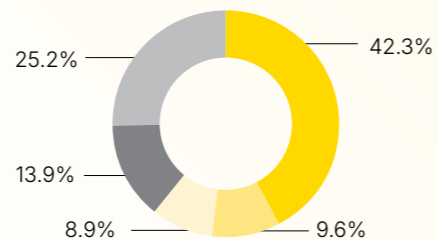
~63%
RENTAL REVENUE (FOR 300+ SEATS)

85%+
SEATS RETENTION RATE

~32%
RENTAL REVENUE (MULTI-CITY CLIENTS)

50 months
AVERAGE CLIENT TENURE (FOR 300+ SEATS)

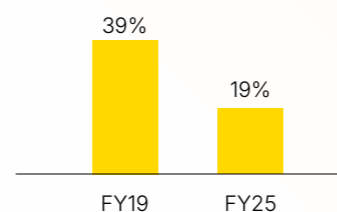
Diverse Industry Mix



- Information technology, technology & software development
- Engineering and manufacturing
- Banking, financial services and insurance
- Business consulting and professional services
- Others

Reducing portfolio concentration risk

% Rev Contribution of Top 10 Clients



2. Financially Stable Business Model (Contd.)

Our client base diversification further reduces concentration risk. The top 10 clients together account for less than 20% of rental revenue, with the largest contributing ~4%. Sectoral diversity also supports resilience, with IT/ITeS contributing ~42% versus 60% in broader Indian commercial real estate, balanced by BFSI, engineering, professional services, and manufacturing clients.

Derisked, Insulated Business Model: The model is fully de-risked—asset-liability mismatch has been eliminated, allowing to benefit from both market cycles. During downturns, properties can be exited while maintaining the position as the lowest-cost provider and preferred landlord. In up markets, renewal benefits enable charging higher market rentals.

3. Highest Potential to Scale up the Fastest

With visibility to add ~2.5-3.0 million sq. ft. annually, the company is uniquely positioned to expand capacity at a pace unmatched by peers while maintaining operational efficiency and financial prudence.

Potential to add ~2.5-3.0 Mn. sq. ft. annual supply

Core strength of Smartworks' model lies in its ability to run operations for large, standalone campuses typically ranging from 300,000 to 500,000+ sq. ft. Combined with our proven execution—delivering fit-outs in 45-60 days, achieving ~65-70% occupancy within a year, and recovering investments in under three years—this model allows enterprises to consolidate and scale seamlessly within our ecosystem.

Run operations for ~300-500k sq. ft. standalone buildings

4. Unique Supply Access at Competitive Prices

Smartworks' growth and cost leadership are underpinned by its unique supply-side access and sourcing strategy. The real estate supply remains fragmented and largely non-institutional while demand remains organised with 75-85% of the seats being transacted falling in the 100+ seats cohort, highlighting the importance of catering to large enterprise clients.

fragmented non-institutional supply and large, branded developers gives Smartworks unparalleled supply depth and flexibility.

Smartworks has built deep relationships across this segment, with ~80% of our portfolio sourced from non-institutional landlords. This access gives us a competitive advantage by enabling us to lease entire buildings or campuses at preferred rates.

This differentiated approach is now being recognised by leading institutional landlords as well. Prominent names such as DLF, Raheja and Tata Realty, have partnered with Smartworks to deploy their campuses under our model. The ability to source competitively across both



5. High Capital efficiency through Execution capabilities

Capital efficiency is another hallmark of our frugal & stable business model. With only ~₹5,000 Mn of equity raised till Mar'25, we have scaled to a footprint of 8.99 Mn. sq. ft., delivering normalised ROCE of 6.52% in FY25, expected to rise significantly as utilisation improves and margins broaden.

just 30-32 months from the initial capital deployment for fit-outs – a testament to our operational efficiency and robust revenue generation.



Built India's largest managed office platform with just ~₹ 5,000 Mn of equity raised till Mar'25 – A capital-efficient model that scales.

The industry-standard payback period for operators typically ranges around 51-52 months from the fit-out commencement and approx. 45-46 months from the start of operations (CBRE Report). In contrast, as of March 31, 2025, Smartworks exhibit an average payback period of

6. Strong Normalised OCF/EBITDA ratio

Smartworks' financial strength is anchored in its ability to consistently convert earnings into cash flows. In FY25, the Company generated normalised operating cash flow of ₹ 2,435 Mn, reflecting a healthy cash conversion cycle with Normalised OCF/EBITDA consistently greater than 1x.

Smartworks is one of the most cash-accretive platforms in the flexible workspace industry, reinforcing its ability to self-fund growth while maintaining financial stability.



Underpinned by predictable cash flow from enterprises, Normalised cash flows of ₹ 2,435 Mn and OCF/EBITDA >1 in FY25

This is driven by our long-term, annuity-driven contracts with enterprise clients, who account for ~88% of revenues and retention rates of over 85%. Our negative working capital structure—with receivable days as low as less than seven days—further enhances cash flow certainty, ensuring superior liquidity compared to industry benchmarks.

7. Cost & Operational Leadership

We operate with frugality and economies of scale—standardisation, modular design, and reusable components ensure lower capital intensity and faster payback across centres. Our focus on frugality and scale efficiency has made us the lowest-cost operator, with existing Opex of ~₹34-36 per sq. ft. per month and Capex of ~₹1,350 per sq. ft., while still maintaining industry-comparable EBITDA margins and offering lowest price per seat.

ensures efficient deployment of capital, creating a robust structural advantage and reinforcing its leadership as the most cost-efficient Managed Office Platform in India.



Industry Leading Cost Metrics with existing Opex of ~₹34-36 per sq. ft. per month and Capex of ~₹1,350 per sq. ft.

Through these measures, Smartworks delivers not only value-driven pricing for its enterprise clients but also

With our rapidly scalable model, operational strength, expanding margins and growing return on capital, Smartworks has the potential to grow rapidly driven by consistent growth, market leadership, and innovation.

OPERATIONAL PARAMETERS

Particulars	Unit	₹ in millions	
		FY 2024-25	FY 2023-24
Cities	Numbers	15	13
Centres	Numbers	50	41
Operational Centres	Numbers	46	39
Super Built-Up Area	Mn. sq. ft.	8.99	8.00
Number of Capacity Seats in all Centres	Numbers	203,118	182,228
Number of Capacity Seats in Operational Centres	Numbers	183,613	163,022
Number of Occupied Seats in Operational Centres	Numbers	152,619	130,047
Occupancy rate in Operational Centres	%	83.12%	79.77%
Number of Clients	Numbers	738	603
Seats Retention Rate	%	86.83%	88.27%

Operational Highlights (as of March 31, 2025)

Super Built-Up Area (SBA): The company has expanded its leased footprint from 8.00 Mn. sq. ft. as on March 31, 2024 to 8.99 Mn. sq. ft. as on March 31, 2025. This expansion underscores Smartworks' aggressive scaling and deeper penetration into India's flexible workspace market.

Number of Centres: The portfolio of operational centres has increased steadily, from 41 centres as on March 31, 2024 to 50 centres (includes SBA of 0.18 Mn. sq. ft. of one Centre which was yet to be handed over by the Landlord and SBA of 0.72 Mn. sq. ft. of three Fit-outs Centres) as on March 31, 2025. This broadened footprint across multiple cities enables us to serve a wider client base and diversify geographic risk.

Number of Clients: As of March 31, 2025, we proudly serve 738 clients, a testament to our growing reputation and preferred status amongst Indian and multinational corporations.

Operational Centres: We operate 46 fully operational centres as of March 31, 2025, ensuring high service availability and efficient management of its portfolio.

Capacity (Seats) in Operational Centres: Seating capacity for clients has grown impressively from 163,022 seats in 2024 to 183,613 seats in 2025.

Occupied Seats: As of March 31 2025, 152,619 seats were occupied within operational centres, which grew from 130,047 seats in 2024, highlighting strong client demand and effective tenant management.

Occupancy Rate: The operational centres maintain a healthy occupancy rate of 83.12% as of March 31, 2025, signalling high utilisation and balanced supply-demand dynamics.

Seat Retention Rate: Demonstrating client loyalty and satisfaction, the seat retention rate stood at a robust 86.83% in 2025, indicative of high client stickiness and stable revenue streams.

FINANCIAL OVERVIEW

Profit and loss analysis

Particulars	Unit	₹ in millions	
		FY 2024-25	FY 2023-24
Total Income	₹	14,096.69	11,131.10
Total Income Growth (y-o-y)	%	26.64%	49.60%
Revenue from Operations	₹	13,740.56	10,393.64
Revenue from Operations Growth (y-o-y)	%	32.20%	46.10%
Reported EBITDA	₹	8,572.64	6,596.70
EBITDA Margin*	%	62.39%	63.47%
Normalised EBITDA	₹	1,722.30	1,060.37
Reported Loss before tax for the year	₹	(794.59)	(676.22)
Normalised profit/(loss) before tax for the year	₹	154.65	(341.25)

*EBITDA Margin = Reported EBITDA/Revenue from Operations

Total Income

Our total income comprises revenue from operations and other income. Total income increased by 26.64% to ₹ 14,096.69 million for FY 2024-25 from ₹ 11,131.10 million for FY 2023-24. This increase was primarily due to an increase in revenue from operations and was partially offset by a decrease in other income.

Revenue from operations

Our revenue from operations increased by 32.20% to ₹ 13,740.56 million for FY 2024-25 from ₹ 10,393.64 million for FY 2023-24. This increase was primarily due to an increase in revenue from lease rentals. This increase in revenue, driven by a 29.31% rise in lease rentals to ₹12,892.73 million in FY 2024-25 from ₹9,970.62 million in FY 2023-24, was primarily attributable to:

Increase in Capacity Seats

Our SBA increased to 8.99 Mn. sq. ft. across 50 Centres (includes SBA of 0.18 Mn. sq. ft. of one Centre which was yet to be handed over by the Landlord and SBA of 0.72 million square feet of three Fit-outs Centres as of March 31, 2025), as of March 31, 2025, from 8.00 Mn. sq. ft. across 41 Centres as of March 31, 2024 (including SBA of 0.18 Mn. sq. ft. in one Fit-outs Centre and SBA of 0.61 Mn. sq. ft. in one Centre yet to be handed over by the Landlord). As a result, our Capacity Seats increased to 203,118 Seats, as of March 31, 2025, from 182,228 Seats, as of March 31, 2024.

Increase in Occupancy Rate:

- i. Increase in Occupancy Rate to 83.12% in FY 2024-25 (excludes three Fit-outs Centre and one Centre yet to be handed over) from 79.77% in FY 2023-24 (excludes one Fit-outs Centre and one Centre yet to be handed over) across existing and new Clients, resulting in increased total number of Occupied Seats to 152,619 Seats as of March 31, 2025, from 130,047 Seats as of March 31, 2024.
- ii. Increase in our Seats Retained to 41,050 Seats during FY 2024-25, from 28,336 Seats during FY 2023-24.
- iii. Increase in Rental Revenue from Clients with more than 300 Seats to ₹ 8,133.63 million during FY 2024-25, a growth of 37.39% over FY 2023-24, demonstrating continued success in catering to the evolving needs of Enterprise Clients.
- iv. Increase in revenue contribution of Rental Revenue of multi-city Clients by 35.20% to ₹ 4,090.42 million for FY 2024-25 from ₹ 3,025.40 million for FY 2023-24.

Our revenue from ancillary services also increased by 16.40% to ₹ 488.79 million for FY 2024-25 from ₹ 419.92 million for FY 2023-24, primarily due to an increase in Occupancy Rate at our Centres, resulting in higher usage of ancillary services offered.

We have introduced design and fitout service as a new revenue stream in FY 2024-25, leveraging our in-house design team, design library and network of vendors. Our revenue from design and fit-out service was ₹ 347.04 million during FY 2024-25.

We had introduced software fees services as a new revenue stream in FY 2023-24, primarily due to the increasing focus of our business on expertise in software selection, implementation, and integration, driving demand for advisory services. Our revenue from software fees services increased to ₹ 12.00 million in FY 2024-25 from ₹ 3.10 million in FY 2023-24.

Other income

Our other income decreased by 51.71% to ₹ 356.13 million for FY 2024-25 from ₹ 737.46 million for FY 2023-24, primarily due to:

- i. Decrease in gain on lease termination/reassessment by 100% to ₹ Nil for FY 2024-25 from ₹ 310.86 million for FY 2023-24.
- ii. Decrease in interest income on bank deposits by 61.83% to ₹ 28.64 million for FY 2024-25 from ₹ 75.03 million for FY 2023-24.

Total Expenses

Our total expenses increased by 26.12% to ₹ 14,891.28 million in FY 2024-25 from ₹ 11,807.32 million in FY 2023-24.

Operating expenses

Our operating expenses increased by 37.33% to ₹ 4,160.34 million for FY 2024-25 from ₹ 3,029.41 million for FY 2023-24, primarily due to:

- i. Increase in electricity and water charges, which increased by 26.73% to ₹ 1,191.32 million for FY 2024-25 from ₹ 940.01 million for FY 2023-24 and an increase in housekeeping, security, support service, plantation and pest control by 27.94% to ₹998.14 million for FY 2024-25 from ₹780.15 million in FY 2023-24. This increase was primarily attributable to an increase in the number of Operational Centres and a higher Occupancy Rate, leading to a higher utilisation of electricity.

- ii. Increase in building maintenance charges by 20.25% to ₹ 835.06 million for FY 2024-25 from ₹ 694.44 million for FY 2023-24. This increase was primarily due to expansion of our operations in terms of Centre SBA of 8.99 Mn. sq. ft. (including SBA of 0.18 Mn. sq. ft. of one Centre yet to be handed over by the Landlord and SBA of 0.72 Mn. sq. ft. of three Fit-outs Centres) as on March 31, 2025, from SBA of 8.00 Mn. sq. ft. as on March 31, 2024 (including SBA of 0.61 Mn. sq. ft. of one Centre yet to be handed over by the Landlord and SBA of 0.18 Mn. sq. ft. of one Fit-outs Centre);
- iii. Increase in our commission and brokerage expenses by 16.85% to ₹ 407.31 million for FY 2024-25 from ₹ 348.59 million for FY 2023-24. This increase was primarily on account of an increase in the number of Clients to 738 as on March 31, 2025, from 603 as on March 31, 2024. We have been able to maintain commission and brokerage expenses under 4.00% of revenue from lease rentals during FY 2023-24 and FY 2024-25.
- iv. Subcontracting costs amounted to ₹ 283.55 million for FY 2024-25. This expense was primarily attributable to the new revenue stream from design and fit-out services introduced during FY 2024-25.

Employee benefit expenses

Our employee benefits expenses increased by 31.77% to ₹ 653.69 million for FY 2024-25 from ₹ 496.08 million for FY 2023-24, primarily due to increase in salaries and wages by 23.83% to ₹ 557.27 million for FY 2024-25 from ₹ 450.02 million for FY 2023-24 which was primarily attributable to an increase in the number of employees to 794 as on March 31, 2025, from 651 as on March 31, 2024.

Finance costs

Our finance costs increased by 2.44% to ₹ 3,363.38 million for FY 2024-25 from ₹ 3,283.18 million for FY 2023-24, primarily due to:

- i. Increase in the interest expense on lease liabilities by 11.71% to ₹ 2,790.52 million for FY 2024-25 from ₹ 2,498.10 million for FY 2023-24. This increase was primarily attributable to increase in SBA to 8.99 Mn. sq. ft. as of March 31, 2025 (including SBA of 0.18 Mn. sq. ft. of one Centre yet to be handed over by the Landlord and SBA of 0.72 Mn. sq. ft. of three Fit-outs Centres) from 8.00 Mn. sq. ft. as of March 31, 2024 (including SBA of 0.61 Mn. sq. ft. of one Centre yet to be handed over by the Landlord and SBA of 0.18 Mn. sq. ft. of one Fit-outs Centres).

- ii. Decrease in the interest on borrowings by 26.19% to ₹ 395.93 million for FY 2024-25 from ₹ 536.43 million for FY 2023-24. This decrease was primarily attributable to a decrease in net debt to ₹ 2,992.51 million for FY 2024-25 from ₹ 3,270.59 million for FY 2023-24.

Depreciation and amortisation expense

Our depreciation and amortisation expense increased by 34.54% to ₹ 6,359.98 million for FY 2024-25 from ₹ 4,727.20 million for FY 2023-24, primarily due to:

- i. Increase in depreciation of property, plant, and equipment by 18.43% to ₹ 1,801.73 million for FY 2024-25 from ₹ 1,521.32 million for FY 2023-24. This increase was due to an increase in property, plant and equipment to ₹ 11,379.92 million as on March 31, 2025 from ₹ 9,638.61 million as on March 31, 2024; and
- ii. Increase in the depreciation of right-of-use assets by 42.08% to ₹ 4,526.83 million for FY 2024-25 from ₹ 3,186.14 million for FY 2023-24. This increase was due to additions in right-of-use assets amounting to ₹ 7,761.30 million for FY 2024-25. The increase in right-of-use assets and increase in property, plant and equipment were primarily attributable to expansion of our Centres and our SBA.

Other expenses

Our other expenses increased by 30.37% to ₹ 353.89 million for FY 2024-25 from ₹ 271.45 million for FY 2023-24, primarily due to an increase in Provision for customer claims to ₹ 33.22 million during FY 2024-25 which was Nil in FY 2023-24 and increase in Information Technology expenses to ₹ 54.00 million during FY 2024-25 from ₹ 27.80 million during FY 2023-24.

EBITDA and Margins

EBITDA increased to ₹8,572.64 million in FY 2024-25, against ₹6,596.70 million in FY 2023-24.

EBITDA margin remained resilient at 62.39% in FY 2024-25, compared to 63.47% in FY 2023-24, underscoring operational efficiency and effective cost controls despite expansionary spends.

This margin stability validates the scalability of the company's operating model and its ability to manage input costs relative to revenue growth.

Normalised EBITDA

Particulars	Unit	FY 2024-25	FY 2023-24
Reported EBITDA	₹	8,572.64	6,596.70
Less: Repayment of lease liabilities	₹	6,850.34	5,536.33
Normalised EBITDA (A)	₹	1,722.30	1,060.37
Revenue from Operations (B)	₹	13,740.56	10,393.64
Normalised EBITDA Margin (C=A/B)	%	12.53%	10.20%

Normalised EBITDA

In FY 2024-25, while Reported EBITDA rose 29.95% to ₹8,572.64 million, after adjusting for lease liability repayments, the Normalised EBITDA grew by 62.42% to ₹1,722.30 million, compared to ₹1,060.37 million in FY 2023-24, driven by strong revenue growth, higher occupancy, and improved operating leverage. Normalised EBITDA Margin strengthened to 12.53% from 10.20% in the previous year.

Normalised Profit/ (Loss) before tax for the year

Particulars	Unit	FY 2024-25	FY 2023-24
Normalised EBITDA	₹	1,722.30	1,060.37
Less: Depreciation on fit-out	₹	1,270.18	1,002.70
Normalised Earnings before Interest and Tax (EBIT)	₹	452.12	57.67
Less: Finance cost on borrowings	₹	397.74	538.88
Add: Other Income	₹	100.27	139.96
Normalised Profit/ (Loss) before tax for the year	₹	154.65	(341.25)
Normalised Profit Before Tax Margin	%	1.13%	(3.28)%

Smartworks delivered a strong turnaround, with Normalised Profit Before Tax rising by ₹ 495.90 million to ₹ 154.65 million, compared to a loss of ₹ 341.25 million in FY 2023-24. This improved profit before tax margin from -3.28% to 1.13%. This performance was reinforced by a ₹ 661.93 million increase in Normalised EBITDA, supported by robust revenue growth, higher occupancy levels, and improved operating efficiencies.

Reported Loss before tax for the year

For the reasons discussed above, since our total income was ₹ 14,096.69 million and ₹ 11,131.10 million, and our total expenses were ₹ 14,891.28 million and ₹ 11,807.32 million for FY 2024-25 and FY 2023-24, respectively, the reported loss before tax for the year increased by 17.50% to ₹ 794.59 million for FY 2024-25 from Rs. 676.22 million for FY 2023-24. The higher reported loss in FY 2024-25 was largely attributable to the increased impact of Ind AS 116, under which lease-related expenses are recognised as interest and depreciation, leading to higher charges in the initial years. Despite this, our net profit ratio improved marginally to (4.60)% in FY 2024-25 from (4.81)% in FY 2023-24.

Balance sheet analysis FY 2024-25

Particulars	Unit	As on March 31, 2025	As on March 31, 2024
Total Assets	₹	46,508.54	41,470.84
Total Equity	₹	1,078.81	500.07
Normalised Equity	₹	3,936.59	2,421.07
Capital Employed	₹	4,071.32	3,770.66
Normalised Capital Employed	₹	6,929.10	5,691.66
Normalised Return on Capital Employed	%	6.52%	1.01%
Total Borrowings	₹	3,977.70	4,273.50
Net Debt	₹	2,992.51	3,270.59
Normalised Gross Block of Property, Plant and Equipment	₹	12,074.85	9,209.00
Normalised Net Block of Property, Plant and Equipment	₹	8,566.74	6,883.57

Total Assets

Total assets increased from ₹41,470.84 million in FY 2023-24 to ₹46,508.54 million in FY 2024-25. This growth was mainly driven by significant increase in property, plant and equipment, right-of-use assets, and security deposits paid to landlords reflecting ongoing capital investments and capacity expansion.

Property, plant and equipment rose by ₹1,741.31 million from ₹9,638.61 million as on March 31, 2024 to ₹11,379.92 million as at March 31, 2025, reflecting ongoing capital investments and capacity expansion, right-of-use assets increased by ₹1,879.26 million rising from ₹24,402.60 million as at March 31, 2024 to ₹26,281.86 million as at March 31, 2025, indicating additions and renewal of leases during the year. Trade receivables increased from ₹140.92 million as at March 31, 2024 to ₹255.31 million as at March 31, 2025.

This substantial asset growth underscores the company's prudent investment strategies and solid financial foundation, equipping it to capitalise on future growth opportunities and drive operational excellence.

Total Equity

Total Equity increased to ₹1,078.81 million as of March 31, 2025, from ₹500.07 million in the previous year, reflecting the Company's efforts to strengthen its capital base through fresh equity issuance, which has been partially set off by an increase in reported losses largely due to the accounting impact of Ind AS 116.

Normalised Equity

Particulars	As on March 31, 2025	As on March 31, 2024
Reported Equity	1,078.81	500.07
Add: Ind AS adjustments	2,857.78	1,921.00
Normalised Equity	3,936.59	2,421.07

Normalised Equity increased to ₹3,936.59 million as of March 31, 2025, from ₹2,421.07 million as of March 31, 2024, reflecting the Company's efforts to strengthen its capital base through fresh equity issuance and normalised profit after tax for the year, after adjusting for Ind AS accounting impacts.

Normalised Capital Employed

Particulars	As on March 31, 2025	As on March 31, 2024
Reported Capital Employed	4,071.32	3,770.66
Add: Ind AS adjustments	2,857.78	1,921.00
Normalised Capital Employed	6,929.10	5,691.66

Normalised Capital Employed rose to ₹6,929.10 million as of March 31, 2025, from ₹5,691.66 million as of March 31, 2024, reflecting the Company's initiatives to strengthen its capital base through fresh equity issuance.

Return on Capital Employed (ROCE)

Particulars	As on March 31, 2025	As on March 31, 2024
Normalised EBIT (A)	452.12	57.67
Normalised Capital Employed (B)	6,929.10	5,691.66
Normalised ROCE (A/B)	6.52%	1.01%

Return on Capital Employed increased to 6.52% as of March 31, 2025, from 1.01% as of March 31, 2024, driven by robust growth in Normalised EBIT, underpinned by strong revenue growth, higher occupancy, and improved operating efficiencies.

Borrowings

As of March 31, 2025, the company's total borrowings stood at ₹3,977.70 million, compared to ₹4,273.50 million as at March 31, 2024, reflecting a decrease over the year. Non-current borrowings decreased from ₹2,397.48 million in FY 2023-24 to ₹2,160.26 million in FY 2024-25. On the current borrowings front, there was a marginal decline from ₹1,876.02 million in FY 2023-24 to ₹1,817.44 million in FY 2024-25. This is primarily due to repayment of borrowings partially set off by availing of new term loans from banks and financial institutions.

Normalised Gross Block of Property, Plant and Equipment

Particulars	Unit	As on March 31, 2025	As on March 31, 2024
Reported Gross Block	₹	16,490.09	12,986.91
Less: Fitout cost capitalised	₹	-4,373.24	-3,974.39
(Less) / Add: Other Ind AS adjustments	₹	-42.00	196.48
Normalised Gross Block of Property, Plant and Equipment	₹	12,074.85	9,209.00

The normalised gross block of property, plant and equipment registered a robust growth of 31.12% in FY 2024-25, rising from ₹9,209.00 million in FY 2023-24 to ₹12,074.85 million in FY 2024-25, reflecting a year-over-year increase of ₹2,865.85 million.

The reported gross block expanded from ₹12,986.91 million in FY 2023-24 to ₹16,490.09 million in FY 2024-25, an increment of ₹3,503.18 million. The fitout cost capitalised

showed a growth of 10.04%, with the value increasing from ₹3,974.39 million in FY 2023-24 to ₹4,373.24 million in FY 2024-25. The increase in gross block was primarily driven by ongoing capital investments and capacity expansion.

Normalised Net Block

Particulars	Unit	As on March 31, 2025	As on March 31, 2024
Normalised Gross Block	₹	12,074.85	9,209.00
Normalised Accumulated Depreciation	₹	3,508.11	2,325.43
Normalised Net Block	₹	8,566.74	6,883.57

The Normalised net block experienced a considerable increase of ₹ 1,683.17 million, rising from ₹ 6,883.57 million in FY 2023-24 to ₹ 8,566.74 million in FY 2024-25, representing a healthy growth of approx. 24.45% year-over-year.

CASH FLOW ANALYSIS

Cashflows

The following table sets forth our cash flows and cash and cash equivalents for the Fiscals indicated:

Particulars	Fiscals	
	2025	2024
Net cash generated from operating activities	9,285.16	7,433.00
Net cash used in investing activities	(2,760.77)	(1,921.59)
Net cash used in financing activities	(6,377.07)	(5,771.80)
Net increase / (decrease) in cash and cash equivalents	147.32	(260.39)
Cash and cash equivalents at the beginning of the year	(36.75)	223.64
Cash and cash equivalents at the end of the year	110.57	(36.75)

Operating Activities

Net cash generated from operating activities aggregated to ₹ 9,285.16 million for FY25 while our operating cash flow before working capital changes was ₹ 8,634.70 million. Our restated loss before tax of ₹ 794.59 million for FY25, was primarily adjusted for depreciation and amortisation expenses of ₹ 6,359.98 million and finance cost of ₹ 3,363.38 million. Our changes in working capital for FY25 primarily due to an increase in other financial and non-financial liabilities to ₹ 1,051.09 million and increase in other financial and non-financial assets to ₹ 549.40 million and increase in trade receivables to ₹ 113.29 million.

Investing activities

Net cash used in investing activities aggregated to ₹ 2,760.77 million for FY25 primarily due to ₹ 2,910.44 million used for purchase of property, plant, and equipment, intangible assets and capital work-in-progress, ₹ 1,615.01 million used for investments in mutual funds, ₹ 1,648.93 million generated from sale of mutual fund units and ₹ 98.34 million generated from bank deposits not considered as cash and cash equivalents.

Financing activities

Net cash used in financing activities aggregated to ₹ 6,377.07 million for FY25 and primarily included proceeds from long-term borrowings of ₹ 1,158.71 million and proceeds from issue of equity shares and share warrants of ₹ 1,165.50 million and proceeds from issue of cumulative convertible preference shares of ₹ 2.88 million, this was significantly offset by payment of principal portion of lease liabilities of ₹ 4,059.83 million, repayment of long-term borrowings of ₹ 1,465.12 million, interest paid on lease liability of ₹ 2,790.51 million and interest paid on borrowings of ₹ 416.98 million.

Normalised Operating Cashflows

Particulars	₹ in millions	
	FY 2024-25	FY 2023-24
Cash flow from Operations	9,285.16	7,433.00
Less: Interest paid on lease liabilities	2,790.51	2,498.10
Less: Payment of Principal portion of lease liabilities	4,059.83	3,038.23
Normalised Operating Cash Flow (OCF)	2,434.82	1,896.67

Our normalised Operating cashflows has increased to ₹ 2,434.82 million in FY 2024-25 from ₹ 1,896.67 million in FY 2023-24, reflecting a robust annual growth of approx. 28.37%.

Our Operating Cashflow (OCF) is the Key Strength of our Business. As our EBITDA grows, our cash flows—which is the funds available for reinvestment and growth—have also increased significantly. The normalised cash flow from operations for FY 2024-25 is ₹ 2,434.82 million. This highlights our strong and sustainable cash flow generation. This is driven by our long-term, annuity-driven contracts with enterprise clients, which accounts for 88.49% of rental revenue and seats retention rates of 86.83%. Our negative working capital structure – with receivable days as low as less than seven days—further enhances cash flow certainty, ensuring superior liquidity compared to industry benchmarks.

Smartworks is one of the most cash-accretive platforms in the flexible workspace industry, reinforcing its ability to self-fund growth while maintaining financial stability.

KEY FINANCIAL RATIOS

Ratios	₹ in millions	
	As on March 31, 2025	As on March 31, 2024
Net Debt to Normalised Equity	0.76	1.35
Total Borrowings to Normalised Equity	1.01	1.77

Net Debt to Normalised Equity

The net debt to normalised equity ratio has substantially improved from 1.35 in FY 2023-24 reflecting a reduction in net debt from ₹3,270.59 million in FY 2023-24 to 0.76

in FY 2024-25 to ₹2,992.51 million in FY 2024-25 and a rise in normalised equity by ₹1,515.53 million from ₹2,421.07 million in FY 2023-24 to ₹3,936.59 million in FY 2024-25. This indicates more balanced leverage for the company.

Total Borrowings to Normalised Equity

Total Borrowings to Normalised Equity ratio fell from 1.77 as on March 31, 2024 to 1.01 as on March 31, 2025. This was driven by a reduction in total Borrowings from ₹4,273.50 million as on March 31, 2024 to ₹3,977.70 million as on March 31, 2025 and the substantial increase in Normalised Equity, enhancing the company's overall financial stability and creditworthiness.

STRATEGIC GROWTH OUTLOOK/FUTURE PLANS





From Category Creator to Market Leader

At Smartworks, our story is deeply intertwined with the optimism and resilience of the new India. As we reflect on our journey and look forward with the spirit of purposeful innovation, driven by frugality and a commitment to creating impact at scale.

We see India playing a pivotal role as the "Office to the World". The country's talent pool, entrepreneurial drive, and digital-first approach are attracting global organisations to its shores. As these enterprises look to India for scale, innovation, and agility, Smartworks is ready to welcome them—providing workspaces that reflect India's ingenuity and hospitality, powered by cost-effective, tech-forward solutions.

Smartworks is committed to accelerating its market leadership through a multi-faceted growth strategy that prioritises expansion, operational excellence, innovation, and sustainability. Our strategic initiatives for the future include:

Growth Strategy fuelling our Market Leadership

 <p>Supply Expansion</p> <ul style="list-style-type: none"> As new centres mature over FY26 occupied utilisation will rise Visibility of additional approx. 2 Mn. sq. ft. coming up in following quarters 	 <p>Operational Leverage driving margin expansion</p> <ul style="list-style-type: none"> Operating leverage in Corporate and SG&A including cost of acquisition driven by scale quarters 	 <p>Value-Added Services</p> <ul style="list-style-type: none"> VAS - Value-added services like cafes, meeting rooms, parking, gyms – continue to expand 	 <p>Post IPO Impact</p> <ul style="list-style-type: none"> Brand value has grown significantly with more visibility, transparency, and the backing of thousands of investors Post IPO - company is net debt negative
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RISK MANAGEMENT:

The Company's risk management philosophy is to proactively identify, assess, and mitigate potential risks to ensure the long-term sustainability and stability of its business model. Smartworks promotes a culture of risk awareness across all levels of the organisation, and its framework is designed to balance risk and opportunity effectively. The Board of Directors has constituted a Risk Management Committee (RMC), which is responsible for overseeing the Company's risk management framework. The RMC operates in accordance with the provisions of the SEBI Listing Regulations.

The primary functions of the Risk Management Committee include:

Formulating and Reviewing Policy: The committee is tasked with formulating and periodically reviewing a detailed risk management policy. This policy provides a comprehensive framework for the identification of internal and external risks, including financial, operational, sectoral, and sustainability (ESG) risks. It also outlines measures for risk mitigation, such as internal control systems and a business continuity plan.

Oversight and Monitoring: The committee monitors and oversees the implementation of the risk management policy, evaluating the adequacy of existing systems and processes. It reviews and recommends potential risks associated with new business plans and provides guidance on major decisions that could affect the company's risk profile.

Board Reporting: The committee ensures that the Board of Directors is kept informed about the nature of its discussions, recommendations, and actions taken, thereby assisting the Board in its overall governance responsibilities. The company's risk management approach is designed to be dynamic and responsive to

changing industry dynamics and evolving complexities. The committee meets at least twice a year to ensure a continuous review of the risk landscape and the effectiveness of the Company's mitigation strategies. By maintaining this structured and proactive approach, the Company aims to protect its financial stability and operational resilience, while continuing to pursue strategic growth opportunities.

HUMAN RESOURCES

At Smartworks, our people remain the foundation of our success. With a workforce of 794 full-time employees as on March 31, 2025, we strengthened our culture through capability building, fast-track career opportunities, and innovative HR practices aligned to our long-term vision.

This year, we invested in targeted trainings and launched Ascent, a leadership development program to groom future leaders. To enhance employee experience, we introduced feedback sessions, and recognition initiatives that shaped people-centric policies. Our commitment to inclusion and wellness continued to ensure a safe, supportive, and diverse workplace where employees can thrive.

CAUTIONARY STATEMENT

The Management Discussion and Analysis may incorporate certain statements deemed forward-looking. These statements are inherently subject to various risks and uncertainties. Actual results could materially deviate from those expressed, as significant factors such as government policies, local political and economic developments, industrial relations, and risks inherent to the Company's growth may influence operations.

Market data and product analysis presented herein are derived from internal Company reports, alongside industry and research publications. However, their accuracy and completeness cannot be guaranteed, nor can their absolute reliability be assured.

BOARDS' REPORT

Dear Members

The Board of Directors of your Company is pleased to present the **10th (Tenth) Board's Report** on the business and operations of Smartworks Coworking Spaces Limited (Formerly known as Smartworks Coworking Spaces Private Limited) (the "**Company or Smartworks**") along with the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025. This being the first report after the Initial Public Offer ("**IPO**") and listing of the equity shares on 17th July 2025 with BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (BSE and NSE hereinafter collectively referred as "**Stock Exchanges**"), the Board welcomes all the public shareholders and look forward to your continued faith and support.

1. FINANCIAL SUMMARY AND OPERATION HIGHLIGHTS:

The Standalone and Consolidated financial highlights of the Company's operations are summarised below:

(Amount in Millions)

PARTICULARS	STANDALONE		CONSOLIDATED	
	YEAR ENDING AS ON 31.03.2025	YEAR ENDING AS ON 31.03.2024	YEAR ENDING AS ON 31.03.2025	YEAR ENDING AS ON 31.03.2024
REVENUE FROM OPERATIONS	13,398.72	10,378.72	13,740.56	10,393.64
OPERATING & ADMINISTRATION EXPENDITURE	5,055.34	3,773.58	5,167.92	3,796.94
EBITDA	8,343.38	6,605.14	8,572.64	6,596.70
LESS: FINANCE COSTS	3,339.82	3,283.18	3,363.38	3,283.18
LESS: DEPRECIATION AND AMORTIZATION EXPENSES	6,152.89	4,709.97	6,359.98	4,727.20
ADD: OTHER INCOME	373.80	752.60	356.13	737.46
PROFIT/(LOSS) BEFORE TAX	(775.53)	(635.41)	(794.59)	(676.22)
LESS: CURRENT TAX	-	-	0.96	-
LESS: DEFERRED TAX	(158.16)	(165.17)	(163.76)	(176.65)
PROFIT/(LOSS) AFTER TAX	(617.37)	(470.24)	(631.79)	(499.57)
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR (NET OF TAX)	(0.14)	1.39	3.33	1.24
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	(617.51)	(468.85)	(628.46)	(498.33)
BALANCE BROUGHT FORWARD	(3,311.88)	(2,843.03)	(3,355.69)	(2,857.36)
BALANCE CARRIED FORWARD	(3,929.39)	(3,311.88)	(3,984.15)	(3,355.69)

2. BRIEF DESCRIPTION OF THE STATE OF COMPANY'S PERFORMANCE:

As of March 31, 2025, Our managed Campus platform consists of a total SBA of 8.99 million square feet across 50 Centres across 15 cities such as Bengaluru, Pune, Hyderabad, Gurugram, Mumbai, Noida, and Chennai, accommodating a total capacity of 203,118 seats. At this time, our operational footprint served 738 clients occupying 152,619 seats within active centres. This client base remained robust into the next quarter with 728 clients and 169,541 seats as of June 30, 2025.

Our revenue from operations increased by 32.20% to ₹ 13,740.56 million for Fiscal 2025 from ₹ 10,393.64 million for Fiscal 2024. This increase was primarily due to an increase in revenue from lease rentals. This growth was primarily driven by a 29.31% increase in lease rental income, which rose to ₹12,892.73 million for Fiscal 2025 compared to ₹9,970.62 million in the prior year, reflecting both portfolio expansion and enhanced monetization of facilities.

We typically focus on leasing entire/ large, bare shell properties in prime locations from Landlords and transform them into fully serviced, aesthetically pleasing and tech-enabled Campuses with daily-life and aspirational amenities. Our Centres offer Clients' employees a modern, attractive and aesthetically pleasing work environment. We cater to Clients' needs of all team sizes, from under 50 to over 6,300 Seats, with a specific focus on mid-to- large Enterprises having a requirement of over 300 Seats.

3. DIVIDEND AND DIVIDEND DISTRIBUTION POLICY:

The Board has not recommended any dividend on the equity shares for the financial year ended March 31, 2025.

The Dividend Distribution Policy is available on the website of the Company and can be accessed at <https://www.smartworksoffice.com/investors/>. This policy sets out the parameters and circumstances that will be taken into account by the Board of Directors of the Company in regard to distribution of dividend to its shareholders and/or retention of profits and also to provide clarity to the stakeholders on the dividend distribution strategies of the Company.

4. CORPORATE GOVERNANCE REPORT:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by the Securities and Exchange Board of India and compliance of all applicable rules and regulations. The Board believes

that adopting the highest level of ethical principles would ensure that the Company continues to be the leading company as flexible workspace operators. The Report on Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") forms part of this Annual Report.

A certificate from **Mr. Babu Lal Patni**, Practicing Company Secretary, confirming compliance with corporate governance norms, as stipulated under the SEBI (LODR) Regulations, is annexed to this Report as **Annexure I**.

5. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, the Management Discussion and Analysis Report ("MD&A") for the Financial Year ended March 31, 2025, has been presented in a separate section forming part of this Annual Report. A review of the performance and future outlook of the Company and its businesses, as well as the state of the affairs of the business, along with the financial and operational developments have been discussed in detail in the Management Discussion and Analysis Report.

6. TRANSFER TO RESERVES:

Details with regard to amount transferred to reserves are provided in the Notes to Financial Statements forming part of this Annual Report.

7. CREDIT RATING

The Company has been rated by CARE Ratings Limited vide its letter dated January 03, 2025, being the latest, and the same can be accessed at <https://www.smartworksoffice.com/investors/>.

8. SHARE CAPITAL:

A. STATUS OF SHARES

The Equity Shares of the Company were listed on Stock Exchanges w.e.f. July 17, 2025 and the Company's shares are compulsorily tradable in electronic form.

B. AUTHORIZED, ISSUED, SUBSCRIBED AND PAID-UP CAPITAL

I. The Authorized Share Capital of the Company is ₹ 1,40,00,00,000 (Indian Rupees One Hundred Forty Crores) consisting of 12,00,00,000 (Twelve Crores) Equity Shares of ₹ 10 (Indian Rupees Ten only) each, and 2,00,00,000 (Two Crores) cumulative convertible preference shares of ₹ 10 (Indian Rupees Ten only) each as on March 31, 2025; and

II. As on March 31, 2025, the Issued, Subscribed and Paid-Up Capital of the Company is ₹ 1,03,18,95,920 (Indian Rupees One Hundred Three Crores Eighteen Lakhs Ninety Five Thousand Nine Hundred and Twenty only) divided into 10,31,89,592 (Ten Crores Thirty One Lakh Eighty Nine Thousand Five Hundred and Ninety Two) Equity Shares of ₹ 10 (Indian Rupees Ten Only) each.

C. CHANGE IN SHARE CAPITAL:

I. During the Financial year ended March 31, 2025, your Company has issued and/ or allotted:

- 10,707 Cumulative Convertible Preference Shares ("CCPS") of Face Value ₹ 10/- (Indian Rupees Ten only) each at a premium of ₹ 259/- (Indian Rupees Two Hundred and Fifty Nine Only) per share, aggregating to ₹ 28,80,183/- (Indian Rupees Twenty Eight Lakhs Eighty Thousand One Hundred and Eighty Three Only) by the way of Private Placement on a preferential basis vide, resolution by circulation passed by the Board on April 18, 2024.
- 37,16,551 Equity Shares of Face Value ₹ 10/- (Indian Rupees Ten only) each at a premium of ₹ 259/- (Indian Rupees Two

Hundred and Fifty Nine Only) per share, aggregating to ₹ 99,97,52,219/- (Indian Rupees Ninety Nine Crores Ninety Seven Lakhs Fifty Two Thousand Two Hundred and Nineteen only) by the way of Private Placement on a preferential basis, vide resolution by circulation passed by the Board on June 07, 2024;

3. 8,50,000 Equity Shares of Face Value of ₹ 10/- (Indian Rupees Ten Only) each at a premium of ₹ 250/- (Indian Rupees Two Hundred and Fifty Only) per share, aggregating to ₹ 22,10,00,000 (Indian Rupees Twenty Two Crores and Ten Lakhs only) on Exercise of 8,50,000 Convertible Share Warrants, vide resolution by circulation passed by the Board on August 03, 2024; and

4. 1,96,10,398 Equity Shares of Face Value of ₹ 10 (Indian Rupees Ten Only) each pursuant to conversion of Cumulative Convertible Preference Shares at an average cost of acquisition of ₹ 107.25/- (Indian Rupees One Hundred Seven Rupees and Twenty-Five Paise only) in the conversion ratio of 1:1, vide resolution by circulation passed by the Board on December 31, 2024.

II. Further, during the Financial Year ended March 31, 2025, below shares were transferred: -

Date of transfer of Equity Shares	Number of Equity Shares transferred	Details of transferor(s)	Details of transferee(s)	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)
September 10, 2024	965,000	NS Niketan LLP	Jagdish Naresh Master	10.00	430.00
	197,791	SNS Infrarealty LLP	Jagdish Naresh Master	10.00	430.00
	697,674		Pivotal Enterprises Private Limited	10.00	430.00
	581,396		Ananta Capital Ventures Fund 1	10.00	430.00
September 20, 2024	444,444	SNS Infrarealty LLP	Ananta Capital Ventures Fund 1	10.00	450.00
	288,889		Bharat Jaisinghani	10.00	450.00
	222,222		Reina R Jaisinghani	10.00	450.00
	88,889		Nikhil Ramesh Jaisinghani	10.00	450.00
	88,889		Neeta Umesh Dharnidharka	10.00	450.00
	88,889		Girdhari Thakurdas Jaisinghani	10.00	450.00
	11,111		Ghanshyam Soni	10.00	450.00
	11,111		Usha Agarwal	10.00	450.00
	11,111		Rajnish Inderlal Sharma	10.00	450.00
407,811		Tusk Investments Limited	10.00	450.00	

Date of transfer of Equity Shares	Number of Equity Shares transferred	Details of transferor(s)	Details of transferee(s)	Face value per Equity Share (₹)	Transfer price per Equity Share (₹)
September 21, 2024	11,111	SNS Infrarealty LLP	Madhu Wadhwa Sharad Jayprakash Talaria	10.00	450.00
November 5, 2024	1,87,778	Bharat Jaisinghani	Ajay T Jaisinghani	10.00	450.00

D. OTHER SECURITIES:

As on March 31, 2025, the Company has 1,250 Non-convertible bonds having nominal value of ₹ 10,00,000/- each for an aggregate amount of ₹ 125,00,00,000 (Rupees One Hundred and Twenty Five Crores only).

E. BUY BACK OF SECURITIES:

During the Financial Year ended March 31, 2025, the Company has not bought back any shares from its shareholders.

F. EQUITY SHARES WITH DIFFERENTIAL RIGHTS AND SWEAT EQUITY SHARES:

During the Financial Year ended March 31, 2025, the Company has not issued sweat equity shares or equity shares with differential rights as to dividend, voting or otherwise.

G. EMPLOYEE STOCK OPTION SCHEME:

Pursuant to approval of members of the Company on February 24, 2023, the 'Smartworks Coworking Spaces Limited- Employee Stock Option Plan, 2022' ("Plan" or "ESOP") was adopted, which was further amended on August 03, 2024. Ahead of its planned IPO, the Company made a necessary amendment to ensure compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended ("SEBI SBEB Regulations"). Under the ESOP Plan, share-based benefits were granted to the eligible employees by granting stock options ("Options"), with a view to attract and retain the talents and encourage employees to align their individual performances with the Company's broader growth objectives.

During the Financial Year ended March 31, 2025, the Company has granted 3,17,500 Employee Stock Options under Plan, out of which 16,000 Options were forfeited/ lapsed/ cancelled.

Details of options as required pursuant to Companies Act, 2013 ("the Act") as amended from time to time and SEBI SBEB Regulations, is annexed to this Report as **Annexure II**.

The disclosure, in compliance with the SEBI SBEB Regulations is uploaded on the Investor Relations

section of the website of the Company at <https://www.smartworksoffice.com/investors/>.

9. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

I. INITIAL PUBLIC OFFER & CONSEQUENT LISTING OF SHARES ON NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE") AND BSE LIMITED ("BSE")

The equity shares of the Company got listed on Stock Exchanges with effect from July 17, 2025, pursuant to the IPO of the Company by way of fresh issue of 10,941,734 Equity Shares aggregating to ₹ 4,450.00 Million and an Offer for Sale ("OFS") of 3,379,740 Equity Shares aggregating to ₹ 1,375.55 Million by Promoters of the Company and an existing shareholder.

The issue comprising of a fresh issue and an offer for sale, was open for subscription from July 10, 2025 to July 14, 2025. The anchor issue opened on July 9, 2025 and closed on same day. Company completed its IPO successfully with participation of several leading domestic and global institutional investors as well as NRIs, HNIs and retail investors. The Board is deeply grateful and honoured by the trust and confidence shown in the Company by its members.

The Board would also like to express its sincere appreciation for the invaluable support from various Authorities, Book Running Lead Managers (BRLMs), Stock Exchanges, Depositories, Legal Counsels, Consultants, Auditors, and the Company's Employees, all of whom contributed significantly to the remarkable success of the Company's maiden IPO.

Pursuant to applicable regulation of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as the size of offer

for sale by selling shareholders was in excess of ₹ 100 crores, the Company was required to appoint a credit rating agency as the Monitoring Agency. Accordingly, the Company appointed CARE Ratings Limited as monitoring agency for this Offer.

II. REPAYMENT/ PREPAYMENT/ REDEMPTION, IN FULL OR IN PART, OF CERTAIN BORROWINGS AVAILED BY OUR COMPANY:

As on March 31, 2025, the Company had 1,250 Non-Convertible Bonds of nominal value of ₹10,00,000 each, aggregating to ₹125,00,00,000 (Rupees One Hundred Twenty-Five Crores only) and the company has prepaid the outstanding amount post IPO of the Company.

III. CESSATION OF M/S CLEAN MAX DOS PRIVATE LIMITED AS ASSOCIATE OF THE COMPANY:

Our Company divested its 15.74% stake in M/s Clean Max Dos Private Limited. Consequently, Clean Max Dos Private Limited ceased to be an Associate Company of the Company with effect from August 26, 2025, in terms of Section 2(6) of the Companies Act, 2013.

10. CHANGE IN NATURE OF BUSINESS OF THE COMPANY:

During the financial year ended March 31, 2025, there is no change in the nature of business operations of the Company.

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

The Company has 4 (Four) Wholly Owned Subsidiaries ("WOS") namely, Smartworks Tech Solutions Private Limited, Smartworks Office Services Private Limited, Smartworks Stellar Services Private Limited and Smartworks Space Pte Ltd., and 1 (one) Associate Company namely, Clean Max Dos Private Limited, as on March 31, 2025.

Except as mentioned above, the Company does not have any other Subsidiary, Joint Ventures or Associate Companies as on March 31, 2025.

12. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT:

The performance and financial position of each of the WOS and Associate Company are as follows:

A. INDIAN WHOLLY OWNED SUBSIDIARY

1. SMARTWORKS TECH SOLUTIONS PRIVATE LIMITED ("SW TECH SOLUTIONS")

Corporate information

SW Tech Solutions was originally incorporated as 'Smartworks Coliving Private Limited' as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated March 11, 2019, issued by the Registrar of Companies, Central Registration Centre. Subsequently, its name was changed to 'Smartworks Tech Solutions Private Limited' pursuant to a shareholders' resolution dated August 31, 2021. A fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, New Delhi on October 7, 2021. Its CIN is U62099DL2019PTC347081, and its registered office is situated at Unit No. 305-310, Plot No. 9, 10 & 11, Vardhman Trade Centre, Nehru Place, South Delhi, Delhi 110 019, India.

Nature of business

SW Tech Solutions is currently engaged in the business of providing software booking systems which is integrated with our Company's application to provide office solutions of meeting room management and booking, visitor management system and attendance management system.

Brief financial highlights

The total income of SW Tech Solutions for the Financial Year ended March 31, 2025 was ₹ 57.12 Millions and the net loss was ₹ 19.46 Millions.

2. SMARTWORKS OFFICE SERVICES PRIVATE LIMITED ("SW OFFICE SERVICES")

Corporate information

SW Office Services was incorporated as Smartworks Office Services Private Limited as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated February 26, 2019, issued by the Registrar of Companies, Central Registration Centre. Its CIN is U74999DL2019PTC346564, and its registered office is situated at Unit No. 305-310, Plot No. 9, 10 & 11, Vardhman Trade Centre, Nehru Place, South Delhi, Delhi 110 019, India.

Nature of business

SW Office Services was incorporated for the business of providing maintenance and house-keeping services to commercial and private

properties and business houses and other ancillary services.

Brief financial highlights

The total income of SW Office Services for the Financial Year ended March 31, 2025 was ₹ Nil, and the net loss was ₹ 0.28 Million.

3. SMARTWORKS STELLAR SERVICES PRIVATE LIMITED ("SW STELLAR SERVICES")

Corporate information

SW Stellar Services was incorporated as Smartworks Stellar Services Private Limited as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated April 28, 2022, issued by the Registrar of Companies, Central Registration Centre. Its CIN is U74999UP2022PTC163307, and its registered office is situated at World Trade Tower, Plot No. C-1, Section 16, Gautam Buddha Nagar, Noida 201 301, Uttar Pradesh, India.

Nature of business

SW Stellar Services was incorporated for the business of operating and maintaining co-working and serviced office spaces, meeting and training rooms and virtual offices and other ancillary services.

Brief financial highlights

The total income of SW Stellar Services for the Financial Year ended March 31, 2025 was ₹ Nil, and the net loss was ₹ 0.88 Millions.

B. FOREIGN WHOLLY OWNED SUBSIDIARY ("MATERIAL SUBSIDIARY")

1. SMARTWORKS SPACE PTE. LTD.

Corporate information

Smartworks Space Pte. Ltd. is a foreign subsidiary and was incorporated as a private company on March 15, 2024, under the laws of Singapore with Registrar of Companies & Business Names, Accounting and Corporate Regulatory Authority, Singapore. Its UEN is 202410446R, and its registered office is situated at 1 Pickering Street, #08-00, Great Eastern Centre, Singapore 048 659, Republic of Singapore.

Nature of business

Smartworks Space Pte. Ltd. is currently engaged in the business of letting of self-owned or leased real estate property except food court, coffee shops and canteen.

Brief financial highlights

The total income of Smartworks Space Pte. Ltd for the Financial Year ended March 31, 2025 was ₹ 296.03 Million, and the net profit was ₹ 7.81 Million.

C. ASSOCIATE COMPANY

1. CLEAN MAX DOS PRIVATE LIMITED ("CLEAN MAX")

Corporate information

Clean Max was incorporated as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated March 27, 2023, issued by the Registrar of Companies, Central Registration Centre. Its CIN is U35105MH2023PTC399724, and its registered office is situated at 13A Floor-13 Plot 400 The Peregrine Apt, Swatanrya Veer Savarkar Marg Prabhadevi, Prabhadevi, Mumbai, Mumbai, Maharashtra, India, 400025.

Nature of business

Clean Max is currently engaged in the business of generation and sale of power Clean Max is currently engaged in the business of generation and sale of power

Brief financial highlights

The total income of Clean Max for the Financial Year ended March 31, 2025 was ₹ 16.27 Million, and the net profit was ₹ 3.79 Million

During the year, there were no companies which ceased to be its Subsidiaries, joint ventures or associate companies. Subsequent to the closure of the financial year and as of the date of this report, Clean Max Dos Private Limited ceased to be an Associate Company of the Company with effect from August 26, 2025, in accordance with Section 2(6) of the Companies Act, 2013.

Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, as amended from time to time, a statement containing the details of performance and salient features of the financial statements of the Subsidiary Companies and Associate Company in Form AOC -1, is annexed to this Report as **Annexure III**.

In compliance with the provisions of Section 136 of the Act, the audited financial statements of WOS and Associate Companies are uploaded on the Investor Relations section of the website of the Company at <https://www.smartworksoffice.com/investors/>.

The Company has adopted a policy for determining material subsidiaries pursuant to Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is available on the Investor Relations section of the website of Company at <https://www.smartworksoffice.com/investors/>.

13. PARTICULARS OF LOAN TO DIRECTORS OR TO ENTITIES IN WHICH DIRECTORS ARE INTERESTED UNDER SECTION 185 OF THE ACT:

During the Financial Year ended March 31, 2025, your Company has not given any loan to any Director or to entities in which Directors are interested under section 185 of the Act.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT:

Details of loans and advances given, investments made or guarantees given or security provided as per the provisions of Section 186 of the Act and Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the Financial Year ended March 31, 2025 are given in the Note No. 9, 11 and 37 forming part of the financial statements provided in the Annual Report.

The aggregate of loans guarantees given and investments made by the Company are within the limits prescribed and in compliance with Section 186 of the Act.

15. DETAILS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the Financial Year ended March 31, 2025, the Company had adopted a Policy on dealing with Related Party Transactions' ("RPT Policy") in compliance with Regulation 23 of the SEBI (LODR) Regulations.

The RPT Policy is available on the Investor Relations section of the website of the Company at <https://www.smartworksoffice.com/investors/>.

All the contracts/ arrangements/ transactions entered into by the Company with its related parties during the Financial Year ended on March 31, 2025, were in its ordinary course of business and on an arm's length basis and were approved by the Audit Committee and Board of Directors.

The disclosure of the particulars of the related party transactions in Form AOC -2 is annexed to this Report as **Annexure IV**.

For further details of related party transactions during the year, please refer to the notes forming a part of the financial statements, attached to the Annual Report.

16. DEPOSITS:

The Company has neither accepted any deposit from public under Section 73 and 76 of the Act nor any amount of principle or interest was outstanding as on March 31, 2025.

Accordingly, reporting of any non-compliance with the requirement of Chapter-V of Act "Acceptance of Deposits by Companies" are not applicable to the Company.

17. STATUTORY AUDITORS:

The existing Statutory Auditors - M/s Deloitte Haskins & Sells LLP (Firm Registration No: 117366 W/W-100018) Chartered Accountants were re-appointed as Statutory Auditors of the Company in 9th (Ninth) Annual General Meeting of the Company held on August 03, 2024, for a period of 5 (Five) Years, from the conclusion of 9th (Ninth) Annual General Meeting of the Company till the conclusion of 14th (Fourteenth) Annual General Meeting of the Company to be held for the Financial Year 2028-29.

18. AUDITORS' REPORT:

The remarks of the Auditors are self-explanatory in nature and does not require any clarifications by the Board.

19. SECRETARIAL AUDITORS AND ITS REPORT:

Pursuant to the provision of Section 204 of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed Mr. Babulal Patni, Practicing Company Secretary, Kolkata (Membership No: F2304, COP: 1321) as Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year ended March 31, 2025.

The report of the Secretarial audit in Form MR- 3, is annexed to this Report as **Annexure V**.

The report does not contain any qualification, reservation, adverse remark or disclaimer.

20. INTERNAL AUDITORS AND ITS REPORT :

As per the provisions of Section 138 of the Act and Rules made thereunder, the Company has appointed M/s. Grant Thornton Bharat LLP as Internal Auditors for the Financial Year ended on March 31, 2025.

The Internal Audit report does not contain any qualification, reservation, adverse remark or disclaimer.

21. SECRETARIAL AUDIT OF MATERIAL UNLISTED INDIAN SUBSIDIARY

The Company does not have any Material Unlisted Indian Subsidiary as defined under Regulation 16(1)(c) of the SEBI (LODR) Regulations during the Financial Year ended March 31, 2025.

Accordingly, the requirement of conducting a Secretarial Audit of such a subsidiary under Regulation 24A of the SEBI (LODR) Regulations is not applicable to the Company for the said financial year.

22. WEBLINK OF ANNUAL RETURN OF THE COMPANY:

Pursuant to requirement of Section 92(3), every company shall place a copy of the Annual Return on the website of the Company, if any, and the web link of the such annual return shall be disclosed in the Board's Report.

Accordingly, Annual Return in e-Form MGT-7 for the financial year shall be placed by the Company on the following URL of its website: <https://www.smartworksoffice.com/investors/>.

23. DETAILS OF THE BOARD MEETING:

During the Financial Year ended March 31, 2025, the Board met 10 (Ten) times. The maximum interval between any two meetings of the Board did not exceed 120 days. Details of the meetings of the Board along with the attendance of the Directors therein have been disclosed in the Corporate Governance Report forming part of the Annual Report.

24. COMMITTEES OF THE BOARD

As on March 31, 2025, the Board had 6 (Six) Committees namely the Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Initial Public Offer Committee.

A detailed note on the composition of the committees and other mandatory details is provided in the Corporate Governance Report forming part of this Annual Report.

The details of composition of committees are available on the website of your Company at <https://www.smartworksoffice.com/investors/>

25. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR)

SEBI, through a notification dated May 5, 2021, made certain amendments to the SEBI (LODR) Regulations. One of the key changes is the requirement to submit a Business Responsibility and Sustainability Report (BRSR) instead of the existing Business Responsibility Report. Furthermore, a circular also mandates the top 1,000 listed companies (by market capitalization) to comply from FY 2023-24 onwards.

Your Company was listed on the Stock Exchanges in July 2025, subsequent to the close of the financial year under review, and adopted its ESG framework in April 2025. Accordingly, the requirement to prepare and submit the BRSR for the financial year 2024-25 is not applicable to the Company.

The Company however in order to comply with the requirements of Regulation 34(2)(f) of the SEBI Listing Regulations shall submit its first BRSR for the financial year 2025-26, in the format prescribed by SEBI (LODR) Regulations, if applicable. The Company remain committed to adopting transparent, accurate, and comprehensive disclosure practices not only aid in strategic decision-making but also help in demonstrating incremental value created for all groups of stakeholders.

26. REVISION OF FINANCIAL STATEMENTS AND BOARD REPORT:

During the Financial Year ended March 31, 2025, there was no revision of financial statements and Boards' Report of the Company. However, for the purpose of IPO, the Company has re-stated the financial statements of preceding three financial years pursuant to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

27. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has laid down adequate internal financial controls commensurate with the scale, size and nature of the business of the Company. The Company has in place adequate policies and procedures for ensuring the orderly and effective control of its business, including adherence to the Company's policies, safeguarding its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures. Effectiveness of internal financial controls is ensured through management reviews, controlled self-assessment and independent testing by the Internal Auditor.

28. DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY

I. The present composition of the Board of the Company is as under:

Name of the Director	DIN	Designation
Mr. Neetish Sarda	07262894	Managing Director
Mr. Harsh Binani	07717396	Whole Time Director
Mr. Atul Gautam	10641036	Chairman and Non-Executive Director
Mr. Virusangulam Kumarasamy Subburaj	02402775	Independent Director
Mr. Rajeev Rishi	03557148	Independent Director
Mrs. Pushpa Mishra	07898390	Independent Director
Mr. Ho Kiam Kheong	08661195	Non-Executive Director

The Company has eminent individuals from diverse fields as Directors on its Board, who bring in the required skill, integrity, competence, expertise and experience that is required for making effective contribution to the Board. The Board comprised of Seven (7) Directors with an appropriate mix of Non-Executive Directors, Executive Directors and Independent Directors.

II. As on March 31, 2025, Mrs. Punam Dargar is the Company Secretary and Compliance Officer and Mr. Sahil Jain is the Chief Financial Officer of the Company.

III. During the financial year 2024-25, there was following changes in the composition of the Board:

Sr. No	Name	Designation	Appointment/ Resignation/ Change in designation	With Effect From
1.	Mr. Atul Gautam (DIN: 10641036)	Additional Non-Executive Director	Appointment	June 21, 2024
2.	Mrs. Ramya Hariharan (DIN: 06928511)	Independent Director	Appointment	June 28, 2024
3.	Mr. Atul Gautam (DIN: 10641036)	Director	Change in Designation as Non-Executive Director	June 28, 2024
4.	Mr. Virusangulam Kumarasamy Subburaj (DIN: 02402775)	Additional Independent Director	Appointment	July 16, 2024
5.	Mr. Rajeev Rishi (DIN: 03557148)	Additional Independent Director	Appointment	July 16, 2024
6.	Mr. Ho Kiam Kheong (DIN: 08661195) ^	Nominee Director	Appointment	July 16, 2024
7.	Mrs. Ramya Hariharan (DIN: 06928511)	Independent Director	Cessation	July 18, 2024
8.	Mrs. Pushpa Mishra (DIN: 07898390)	Independent Director	Appointment	August 03, 2024
9.	Mr. Virusangulam Kumarasamy Subburaj (DIN: 02402775)	Independent Director	Change in Designation	August 03, 2024
10.	Mr. Rajeev Rishi (DIN: 03557148)	Independent Director	Change in Designation	August 03, 2024

^ Nominee of Space Solutions India Pte. Ltd. (formerly Lisbrine Pte Limited)

IV. Pursuant to the provisions of Section 152 of the Act, Mr. Harsh Binani (DIN No. 07717396) is due to retire by rotation at the ensuing 10th Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors recommends his re-appointment to the Shareholders.

V. In accordance with the provisions of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, Mr. Neetish Sarda, Managing Director of the Company, whose current term is valid up to March 07, 2026, is proposed to be re-appointed for a further period of five (5) years, with effect from March 08, 2026, up to March 07, 2031.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, recommends the re-appointment of Mr. Neetish Sarda to the shareholders.

The brief profile of Mr. Neetish Sarda and other requisite disclosures, as required under Regulation 36 of the SEBI (LODR) Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2), are provided in the annexure to the Notice convening the AGM.

VI. In accordance with the provisions of the Companies Act, 2013 ("the Act"), the Articles of Association of the Company, and the relevant Shareholders Agreement, M/s Space Solutions India Pte. Ltd. (formerly known as Lisbrine Pte. Limited) has withdrawn the nomination of Mr. Ho Kiam Kheong (DIN: 08661195) as Nominee Director on the Board of the Company.

Pursuant to Section 161 of the Act, Mr. Ho Kiam Kheong was re-designated and appointed as Additional, Non-Executive Director of the Company with effect from September 1, 2025, who holds office up to the date of the ensuing 10th (Tenth) Annual General Meeting ("AGM").

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, recommends his appointment to the Shareholders.

The brief profile of Mr. Ho Kiam Kheong and other requisite disclosures, as required under Regulation 36 of the SEBI (LODR) Regulations and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2), are provided in the annexure to the Notice convening the AGM.

29. INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

Your Company has appointed Mr. Virusangulam Kumarasamy Subburaj, Mr. Rajeev Rishi and Mrs. Pushpa Mishra as Independent Directors of the Company. The Brief Profile of them is stated below:

Mr. Virusangulam Kumarasamy Subburaj is an Independent Director of our Company. He holds a bachelor's and master's degree in science with specialisation in agriculture from Tamil Nadu Agricultural University, Tamil Nadu, and a doctor of philosophy in agriculture from Gandhigram Rural University, Tamil Nadu. He was an IAS officer and served as the secretary to the Department of Pharmaceuticals, Ministry of Chemicals and Fertilisers, Government of India. He has

over 33 years of experience in administration services in various Ministries of the Government of India. He has also been a technical member on the National Company Law Tribunal, New Delhi. He has been associated with our Company since 2024.

Mr. Rajeev Rishi is an Independent Director of our Company. He holds a bachelor's degree in arts and a bachelor's degree in law from Panjab University, as well as a diploma in advanced human resource management from Ross School of Business, University of Michigan, USA. He is a member of the Indian Institute of Banking. He has previously been associated with Indian Banks' Association, Oriental Bank of Commerce, Central Bank of India, and YES Trustee Limited. He has more than 37 years of experience in the banking sector of India and has been associated with our Company since 2024.

Mrs. Pushpa Mishra is an Independent Director of our Company. She holds a bachelor's degree in law from the University of Calcutta. She has been enrolled with the Bar Council of West Bengal since November 19, 1997. She has experience in the fields of commercial law, company law, arbitration law, constitutional law and other allied laws. She has been associated with our Company since 2024.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, skills, experience and expertise and they hold highest standards of integrity (including the proficiency) and fulfil the conditions specified in the Act and SEBI (LODR) Regulations and are independent of the management.

30. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149 OF THE ACT

Your Company has received declarations from all Independent Directors confirming that:

- i. they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1) (b) of the SEBI (LODR) Regulations.
- ii. they have complied with the code for independent directors prescribed under Schedule IV to the Act;
- iii. they have registered themselves with the independent director's database maintained by the Indian Institute of Corporate Affairs in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- iv. they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

31. FORMAL ANNUAL EVALUATION

The annual evaluation process of Individual Directors (Including Chairman & Independent Directors), the Board and Committees was conducted based on the identified process and criteria approved by the Nomination and Remuneration Committee and in accordance with the provisions of the Act and the SEBI (LODR) Regulations.

The evaluation is based on parameters like level of participation of the Directors, understanding of the roles and responsibilities of Directors, understanding of the business and competitive environment in which the Company operates, understanding of the strategic issues and challenges for the Company, etc. The performance of the Independent Directors is also evaluated taking into account the time devoted, strategic guidance to the Company, advice given for determining important policies, external expertise provided and independent judgment that contributes objectively to the Board's deliberation.

All the Directors have completed their annual evaluation using the tool, and a summary report of feedback generated from the tool was sent to the Chairman of the Board and NRC Committee.

The feedback indicated overall satisfactory performance by the Board, Committees, and Individual Directors

For the year ended March 31, 2025, evaluations of the Board, Committees, and Individual Directors were conducted through the Automated tool, and questionnaires containing various performance evaluation criteria were uploaded on it.

32. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134 (5) of the Act, your directors confirm that:

- i) in the preparation of the annual Accounts for the financial year ended March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the Financial Year and of the profit and loss of the company for that period;
- iii) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this

Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- iv) the directors have prepared the annual accounts on a going concern basis.
- v) for the financial year ended March 31, 2025, your Company being unlisted sub-clause(e) of Section 134(5) of the Companies Act, 2013 pertaining to laying down internal financial controls is not applicable to the Company. *
- vi) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

*the company listed on 17th July 2025.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo as stipulated under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 annexed to this Report as **Annexure VI**.

FOREIGN EXCHANGE EARNINGS & OUTGO

During the Financial Year ended March 31, 2025, the Company has earned ₹ Nil (P.Y. ₹ Nil) foreign exchange and the outgo on foreign exchange was ₹ Nil (P.Y. ₹ 2.16 million).

34. WHISTLE BLOWER POLICY/ VIGIL MECHANISM POLICY

Your Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177 of the Act and Regulation 22 of SEBI (LODR) Regulations, to facilitate reporting of the genuine concerns about unethical or improper activity, without fear of retaliation. The vigil mechanism of your Company provides for adequate safeguards against victimization of whistle blowers who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

The said policy is uploaded on the website of your Company at <https://www.smartworksoffice.com/investors/>

During the Financial Year ended March 31, 2025, your Company has not received any complaints under the vigil mechanism.

35. COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

Pursuant to Section 178(3) of the Act, your Company has framed a policy on Directors' and KMP's appointment and remuneration and other matters ("Nomination and Remuneration Policy") which is available on the website of your Company at- <https://www.smartworksoffice.com/investors/>.

The Nomination and Remuneration Policy for selection of Directors and determining Directors' independence sets out the guiding principles for the Nomination and Remuneration Committee for identifying the persons who are qualified to become the Directors.

Your Company's Remuneration Policy is directed towards rewarding performance based on review of achievements. The Remuneration Policy is in consonance with the existing industry practice and covers the following aspects relating to appointment, removal, retirement, tenure and remuneration to Managing Directors and Whole-Time Directors, Non-Executive Director and Independent Directors, Key Managerial Personnel, Senior Management and Employees. We affirm that the remuneration paid to the Directors is as per the terms laid out in the Remuneration Policy.

During the year, there were no changes to the Nomination and Remuneration Policy.

36. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

The disclosures pertaining to remuneration and other details of Directors and employees as required under Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been provided in the annexure forming part of this report.

Having regard to the provisions of Section 136(1) read with relevant provisions of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary or alternatively write to the Company at investor_relations@sworks.co.in and the same will be furnished to the members.

37. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Board had constituted the Risk Management Committee. The composition of Risk Management Committee is given in the Corporate Governance Report, forming part of the Annual Report. Further, pursuant to Section 134(3)(n) of the Act and Regulation 17(9) of SEBI (LODR) Regulations, the Company has formulated and adopted the Risk Management Policy inter-alia including the details/ process about identification of elements of risks of any, which in the opinion of the Board may threaten the existence of the Company.

The aforesaid Risk Management Policy is available on the website of your Company at- <https://www.smartworksoffice.com/investors/>.

38. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUBSECTION (12) OF SECTION 143 OF THE ACT OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

No frauds were reported by the Statutory Auditors in their audit report for the Financial Year ended March 31, 2025.

39. MAINTENANCE OF COST RECORDS AND COST AUDIT:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company.

40. SIGNIFICANT ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS:

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

41. COMPLIANCE OF SECRETARIAL STANDARDS:

In accordance with Section 118 of the Act, the Company has complied with all applicable provisions of Secretarial Standard-1 on Board Meetings and Secretarial Standard-2 on General Meetings, as issued by the Institute of Company Secretaries of India during the Financial Year ended March 31, 2025.

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Committee (IC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed off during the Financial Year ended March 31, 2025:

No. of complaints received	: Nil
No. of complaints disposed off	: Nil
No. of complaints pending beyond 90 days	: Nil

43. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Corporate Social Responsibility Policy as approved by the Board is available on the website of the Company at <https://www.smartworksoffice.com/investors/>

During the financial year ended March 31, 2025, although the Company met the threshold criteria of turnover as prescribed under Section 135 of the Companies Act, 2013, the Company has incurred an average net loss during the three immediately preceding financial years. Accordingly, the amount required to be spent towards CSR was NIL, and the provisions relating to CSR spending were not applicable to the Company during the year under review. Applicable disclosures required under Section 135 read with rules are disclosed in the Corporate Governance Report annexed to the Board Report.

The CSR Policy covers the following aspects relating to constitution of CSR Committee, Meeting, CSR Implementation, CSR Budget and Expenditure, Annual Action Plan, Disclosure, Impact Assessment and Monitoring Mechanism.

During the year, there were no changes to the Corporate Social Responsibility Policy.

44. DETAILS OF PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:

There are no insolvency proceedings filed against the Company, under the Insolvency and Bankruptcy Code, 2016 as amended, before the National Company Law Tribunal or other Courts as on March 31, 2025.

45. DETAILS OF ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS/ FINANCIAL INSTITUTIONS:

The Company serviced all the debts & financial commitments as and when they became due and no settlements were entered into with the bankers.

46. GREEN INITIATIVE

Circulating the copy of the Annual Report in electronic form to all members whose email addresses are available with the Company. Your Company appeals to other members to also register themselves to receive the Annual Report in electronic form. Your Company has adopted a green initiative to minimise the impact on the environment. The Company has been circulating the copy of the Annual Report in electronic form to all members whose email addresses are available with the Company. Your Company appeals to other members to also register themselves for receiving the Annual Report in electronic form.

47. OTHER DISCLOSURES:

- A. **Confirmation for compliance with Maternity Benefit Act** - The Company hereby confirms that it is in full compliance with the provisions of the Maternity Benefit Act.
- B. **Transfer of unclaimed dividend to investor education and protection fund** - No amount is required to be transferred to Investor Education and Protection Fund (IEPF) pursuant to Section 124(5) of the Act.
- C. **The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees**
- D. **Neither the Managing Director nor the Wholtime Directors of the Company receive any remuneration or commission from any of its subsidiaries.**

E. In accordance with Regulation 32(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure of the Statement of Deviation(s) or Variation(s) is not applicable to the Company, as the Company was listed on the Stock Exchanges with effect from July 17, 2025.

F. The Company does not have any shares in unclaimed suspense demat account

For and on behalf of the Board of Directors
For **Smartworks Coworking Spaces Limited**

Neetish Sarda

Managing Director
DIN: 07262894
Date: 1st September 2025
Place: Delhi

Harsh Binani

Whole Time Director
DIN: 07717396
Date: 1st September 2025
Place: Gurugram

48. ACKNOWLEDGEMENT:

Your Directors place on record their earnest appreciation for the unstinted commitment, dedication, hard work and significant services rendered by the employees, bankers and other stakeholders of the Company

Annexure I

COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025

[As prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
Smartworks Coworking Spaces Ltd.
Unit No. 305-310, Plot No. 9,10 & 11,
Vardhman Trade Centre, Nehru Place,
New Delhi-110019

1. I have examined the compliance of conditions of Corporate Governance by Smartworks Coworking Spaces Limited (hereinafter referred to as 'the Company') (CIN: L74900DL2015PLC310656), for the year ended on March 31, 2025.

The Shares of the Company has been listed on 17th July, 2025. As the Company was an un-listed Company during the year ended 31st March, 2025, the Company was not required to comply with the norms of the Corporate Governance. However, as a good Corporate Governance, the Company has prepared Corporate Governance Report for the year ended 31st March, 2025 as stipulated in Regulations 17 and 27 and clauses (b) to (i) of Regulation 46(2) and paras C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as 'Listing Regulations').

2. In my opinion and to the best of my information and according to the explanations given to me and the management representations letter of even date, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 and 27 and clauses (b) to (i) of Regulation 46(2) and paras C, D and E of Schedule V of the Listing Regulations, during the year ended on March 31, 2025.

3. The compliance of conditions of Corporate Governance is the responsibility of the management. My examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

4. I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Dated: 1st September 2025

BABU LAL PATNI
FCS No : 2304
C.P.No. : 1321
UDIN : F002304G001108464
P.R. No. : 1455/2021

Annexure II

DISCLOSURES ON EMPLOYEE STOCK OPTION SCHEME FOR THE YEAR ENDED MARCH 31, 2025

(Pursuant to sub rule (9) of Rule 12 of the Companies (Share Capital & Debentures) Rules, 2014 and Regulation 14 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021)

The Company has an active ESOP Scheme Employee Stock Option Plan 2022 (“ESOP 2022”) that has been laid down in accordance with the terms of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and a certificate to this effect from Secretarial Auditors of the Company, M/s. Babu Lal Patni & Associates, for the Financial Year 2024-25, shall be placed at the ensuing Annual General Meeting.

ESOP 2022 provides for the grant of Stock options convertible into equal number of equity shares of the company to the eligible employees of the company, subsidiary companies, in accordance with members approval accorded at the Extra-ordinary General Meeting dated February 24, 2023 and 09th Annual General Meeting dated August 03, 2024 respectively. Pursuant to the said ESOP Plans, stock options have been granted to the employees of the Company,

A. Relevant disclosures in terms of the accounting standards prescribed by the Central Government in terms of section 133 of the Companies Act, 2013 (18 of 2013) including the 'Guidance note on accounting for employee share-based payments' issued in that regard from time to time.

Please refer to note no. 2.8.4 and 43 of the notes to accounts forming part of the Standalone Financial Statements for FY 2024-25.

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations shall be disclosed in accordance with 'Ind AS33 - Earnings Per Share' issued by Central Government or any other relevant accounting standards as issued from time to time.

Please refer to note no. 33 of the notes to accounts forming part of the Standalone Financial Statements for FY 2024-25.

C. Details related to ESOP

i) A description of each ESOP that existed at any time during the year, including the general terms and conditions of each ESOP, including –

S. No.	Descriptions	ESOP 2022
1.	Date of shareholders' approval	February 24, 2023 (Initial Approval) August 3, 2024 (Amendment as per SEBI Regulations)
2.	Total number of options approved under ESOP	9,50,000
3.	Vesting requirements	The grant of options shall vest based on Eligible Employee continuing to be in the employment of the Company and in compliance with the terms of the Plan. The minimum vesting period shall be one year from the date of grant, and the options may generally vest after the immediate next day of succeeding calendar years on which the decision of grant of option was taken by the Committee, as specified in the grant letter
4.	Exercise price or pricing formula	Exercise Price per Option shall be as determined by the Committee and as set out in the Letter of Grant and shall not be less than the face value of the Shares and may be up to the Market Price of the Shares, as on the Grant Date.
5.	Maximum term of options granted	There shall be a minimum Vesting Period of one year and Maximum Vesting Period of 5 years, between the Grant of Options and Vesting of Options. Subject to Participant's continuing the employment with the Company, all the Options granted to an Employee shall vest in him or her after the immediate next date of succeeding calendar years on which the decision for Grant of Option was taken by the Committee, in different grade.
6.	Source of shares	Primary Shares
7.	Variation in terms of options	During the year, no variation has been made in terms of options granted by the Company.

ii) Method used to account for ESOP - Intrinsic or fair value.

The Company has account for ESOP basis fair value of options. For further details, refer to note no. 43 of the notes to accounts forming part of Standalone Financial Statements for FY 2024-25.

iii) Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.

Not applicable

iv) Option movement during the year:

Particulars	Details
Number of options outstanding at the beginning of the period	Nil
Number of options granted during the year	3,17,500
Number of options forfeited / lapsed during the year	16,000
Number of options vested during the year	Nil
Number of options exercised during the year	Nil
Number of shares arising as a result of exercise of options	Nil
Money realized by exercise of options (₹), if scheme is implemented directly by the company	Not applicable
Loan repaid by the Trust during the year from exercise price received	Not applicable
Number of options outstanding at the end of the year	3,01,500
Number of options exercisable at the end of the year	Nil

v) Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock.

Refer note no. 43 to notes to accounts forming part of the Standalone Financial Statements FY 2024-25.

vi) Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to –

a. Key Managerial Personal and Senior managerial personnel as defined under Regulation 16(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Employee Name	No. of Options
Sahil Jain	35,000
Punam Dargar	10,000
Pratik Ravindra Agarwal	65,000
Prashant Hakim	35,000
Anirudh Tapuriah	30,000
Kalpana Devnani	3,500

b. Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year

Nil

c. Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.

Nil

vii) Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

a. The weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model:

Refer note no. 43 to notes to accounts forming part of Standalone Financial Statements for FY 2024-25.

b. The method used and the assumptions made to incorporate the effects of expected early exercise:

Not Applicable, as options granted cannot be exercised before the vesting of option.

c. How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility

Refer note no. 43 to notes to accounts forming part of Standalone Financial Statements for FY 2024-25.

d. Whether and how any other features of the options granted were incorporated into the measurement of fair value, such as a market condition:

Refer note no. 43 to notes to accounts forming part of Standalone Financial Statements for FY 2024-25.

DISCLOSURES IN RESPECT OF GRANTS MADE IN THREE YEARS PRIOR TO IPO UNDER THE SCHEME

The Company has not granted any ESOP to the eligible employees under the ESOP 2022 prior to FY 2024-25, and the details for FY 2024-25 has been already mentioned above.

For and on behalf of the Board of Directors
For **Smartworks Coworking Spaces Limited**

Neetish Sarda Managing Director DIN: 07262894 Date: 1st September 2025 Place: Delhi	Harsh Binani Whole Time Director DIN: 07717396 Date: 1st September 2025 Place: Gurugram
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Annexure III

FORM NO. AOC-1

(Pursuant to first proviso of sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/ associates/ Joint Ventures

PART A: SUBSIDIARIES

(Information in respect of each subsidiary except sl. No. 6, to be presented with amounts in INR Millions)

Sl. No.	Particulars	Details			
1.	Name of the Subsidiary	Smartworks Tech Solutions Private Limited	Smartworks Office Services Private Limited	Smartworks Stellar Services Private Limited	Smartworks Space Pte. Ltd.
2.	CIN/ any other registration number of the subsidiary	U62099DL2019PTC347081	U74999DL2019PTC346564	U74999UP2022PTC163307	202410446R
3.	Relevant provision of the Companies Act, 2013 pursuant to which the company has become a subsidiary	Section 2(87)(ii)	Section 2(87)(ii)	Section 2(87)(ii)	Section 2(87)(ii)
4.	The date since when subsidiary was acquired	Since Incorporation	Since Incorporation	Since Incorporation	Since Incorporation
5.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A.	N.A.	March 15, 2024, to March 31, 2025
6.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.	N.A.	N.A.	SGD 1SGD=INR 63.63
7.	Share Capital	0.10	0.10	0.10	187.24
8.	Reserves & Surplus	(56.08)	(56.08)	(0.57)	11.49
9.	Total Assets	206.97	206.97	0.32	446.44
10.	Total Liabilities	262.94	262.94	0.79	247.70
11.	Investments	0	0	0	0
12.	Turnover	57.12	57.12	0	296.03
13.	Profit/(Loss) Before Taxation	(25.05)	(25.05)	(0.28)	8.76
14.	Provision for Tax/ Total Tax Expenses/ (Credit)	(5.59)	(5.59)	0	0.95
15.	Profit/(Loss) after taxation	(19.46)	(19.46)	(0.28)	7.81
16.	Proposed dividend	0	0	0	0
17.	Extent of shareholding (in percentage)	100%	100%	100%	100%

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations: **One (1) i.e., Smartworks Office Services Private Limited (CIN: U74999DL2019PTC346564).**
- Names of subsidiaries which have been liquidated or sold during the year: **NIL**

PART B: ASSOCIATES AND JOINT VENTURES

Annexure IV

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(Information in respect of Associate be presented with amounts in INR Millions except No. of Shares)

Name of Associates or Joint Ventures	Clean Max Dos Private Limited
1. Latest audited Balance Sheet Date	31st March, 2025
2. Date on which the Associate or Joint Venture was associated or acquired	June 14, 2024
3. Shares of Associate or Joint Ventures held by the Company on the year end	
i. No. of shares	27,500
ii. Amount of Investment in Associates or Joint Venture	16.40
iii. Extent of Holding (in percentage)	24.82%
4. Description of how there is significant influence	By virtue of Section 2(6) of the Companies Act, 2013, the Company is holding more than 20% of the Equity Share capital
5. Reason why the associate/joint venture is not consolidated	It is not an Associate/ Joint venture as per Indian Accounting Standards ("Ind AS")
6. Net worth attributable to shareholding as per latest audited Balance Sheet	17.31
7. Profit or Loss for the year	
i. Considered in Consolidation	N.A
ii. Not Considered in Consolidation	3.79

For and on behalf of Smartworks Coworking Spaces Limited

Neetish Sarda Managing Director DIN: 07262894 Place: Delhi	Harsh Binani Whole Time Director DIN: 07717396 Place: Gurugram	Sahil Jain Chief Financial Officer Place: Gurugram	Punam Dargar Company Secretary Place: Kolkata
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Date : 1st September 2025

FORM NO. AOC 2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during the financial year 2024-25.

2. Details of material contracts or arrangement or transactions at arm's length basis are stated below:

(In ₹ Millions)

Sl. No.	Particulars	Details
I		
(a)	Name of the related party & nature of relationship	Neetish Sarda Managing Director
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	BHHPS9569R
(c)	Nature of contracts /arrangements /transactions	Appointment to any office or place of profit in the Company
(d)	Duration of the contracts/ arrangements/transactions	During the year
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Remuneration Paid: ₹ 18.08
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 18.08
(h)	Amount paid as advances, if any	NIL
II		
(a)	Name of the related party & nature of relationship	Harsh Binani Whole Time Director
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	AXAPB0469K
(c)	Nature of contracts /arrangements /transactions	Appointment to any office or place of profit in the Company
(d)	Duration of the contracts/ arrangements/transactions	During the year
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Remuneration Paid: ₹ 18.08
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 18.08
(h)	Amount paid as advances, if any	NIL

(In ₹ Millions)

Sl. No.	Particulars	Details
III		
(a)	Name of the related party & nature of relationship	Punam Dargar Company Secretary
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	AVQPD9040G
(c)	Nature of contracts /arrangements /transactions	Appointment to any office or place of profit in the Company;
(d)	Duration of the contracts/ arrangements/transactions	During the year
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Remuneration Paid during the year as per Employment Agreement: ₹ 2.22
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 2.22
(h)	Amount paid as advances, if any	NIL
IV		
(a)	Name of the related party & nature of relationship	Atul Gautam Chairman and Non- Executive Director
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	AAAPG6066A
(c)	Nature of contracts /arrangements /transactions	Availing of consultancy services
(d)	Duration of the contracts/ arrangements/transactions	12 Months
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Monthly professional fees of ₹ 0.21 amounting to ₹ 2.31
(f)	Date(s) of approval by the Board, if any	31-07-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 2.31
(h)	Amount paid as advances, if any	Nil
V		
(a)	Name of the related party & nature of relationship	Vision Comptech Integrators Limited Managing Director is the Director of this Company
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	U72200WB1999PLC088845
(c)	Nature of contracts /arrangements /transactions	Availing or rendering of any services
(d)	Duration of the contracts/ arrangements/transactions	Perpetual unless terminated
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Lease rental expense: ₹ 160.23
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 160.23
(h)	Amount paid as advances, if any	NIL

(In ₹ Millions)

Sl. No.	Particulars	Details
VI		
(a)	Name of the related party & nature of relationship	Talbotforce Services Private Limited Whole Time Director is the Shareholder and Director of the Company and Spouse of Whole Time Director is Shareholder in this Company.
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	U74999DL2019PTC356635
(c)	Nature of contracts /arrangements /transactions	Availing or rendering of any services
(d)	Duration of the contracts/ arrangements/transactions	Perpetual unless terminated
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Income from lease rental: ₹ 2.33
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 2.33
(h)	Amount paid as advances, if any	NIL
VII		
(a)	Name of the related party & nature of relationship	Smartworks Tech Solutions Private Limited Wholly Owned Subsidiary Company
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	U62099DL2019PTC347081
(c)	Nature of contracts /arrangements /transactions	Availing or rendering of any services
(d)	Duration of the contracts/ arrangements/transactions	Perpetual unless terminated
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Income from lease rental: ₹ 0.85
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 0.85
(h)	Amount paid as advances, if any	NIL
VIII		
(a)	Name of the related party & nature of relationship	Smartworks Office Services Private Limited Wholly Owned Subsidiary Company
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	U74999DL2019PTC346564
(c)	Nature of contracts /arrangements /transactions	Availing or rendering of any services;
(d)	Duration of the contracts/ arrangements/transactions	Perpetual unless terminated
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Income from lease rental: ₹ 0.14
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 0.14
(h)	Amount paid as advances, if any	NIL

(In ₹ Millions)

Sl. No.	Particulars	Details
IX		
(a)	Name of the related party & nature of relationship	Smart IT Services Private Limited Managing Director is the Director of the Company
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	U72200WB2007PTC116770
(c)	Nature of contracts /arrangements /transactions	Availing or rendering of any services
(d)	Duration of the contracts/ arrangements/transactions	Perpetual unless terminated
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Income from lease rental: ₹ 0.03
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 0.03
(h)	Amount paid as advances, if any	NIL
X		
(a)	Name of the related party & nature of relationship	Talbotforce Services Private Limited Whole Time Director is the Shareholder and Director of the Company and Spouse of Whole Time Director is Shareholder in the Company.
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	U74999DL2019PTC356635
(c)	Nature of contracts /arrangements /transactions	Availing or rendering of any services
(d)	Duration of the contracts/ arrangements/transactions	During the Year
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Building Maintenance: ₹ 12.77
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 12.77
(h)	Amount paid as advances, if any	NIL
XI		
(a)	Name of the related party & nature of relationship	Talbotforce Services Private Limited Whole Time Director is the Shareholder and Director of the Company and Spouse of Whole Time Director is Shareholder in this Company.
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	U74999DL2019PTC356635
(c)	Nature of contracts /arrangements /transactions	Availing or rendering of any services
(d)	Duration of the contracts/ arrangements/transactions	Perpetual unless terminated
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Equipment Hire Charges: ₹ 6.79
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 6.79
(h)	Amount paid as advances, if any	NIL

(In ₹ Millions)

Sl. No.	Particulars	Details
XII		
(a)	Name of the related party & nature of relationship	Smartworks Tech Solutions Private Limited Wholly Owned Subsidiary Company
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	U62099DL2019PTC347081
(c)	Nature of contracts /arrangements /transactions	Availing or rendering of any services
(d)	Duration of the contracts/ arrangements/transactions	During the year
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Information Technology Expenses: ₹ 4.55
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 4.55
(h)	Amount paid as advances, if any	NIL
XIII		
(a)	Name of the related party & nature of relationship	Talbotforce Services Private Limited Whole Time Director is the Shareholder and Director of the Company and Spouse of Whole Time Director is Shareholder in this Company.
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	U74999DL2019PTC356635
(c)	Nature of contracts /arrangements /transactions	Availing or rendering of any services;
(d)	Duration of the contracts/ arrangements/transactions	Perpetual unless terminated
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Housekeeping & security charges: ₹ 948.74
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 948.74
(h)	Amount paid as advances, if any	NIL
XIV		
(a)	Name of the related party & nature of relationship	Talbotforce Services Private Limited Whole Time Director is the Shareholder and Director of the Company and Spouse of Whole Time Director is Shareholder in the Company.
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	U74999DL2019PTC356635
(c)	Nature of contracts /arrangements /transactions	Purchase of property
(d)	Duration of the contracts/ arrangements/transactions	Perpetual unless terminated
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Purchase of Plant, Property and Equipment: ₹ 0.65
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 0.65
(h)	Amount paid as advances, if any	NIL

(In ₹ Millions)

Sl. No.	Particulars	Details
XV		
(a)	Name of the related party & nature of relationship	Sahil Jain Chief Financial Officer
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	ALWPJ5278L
(c)	Nature of contracts /arrangements /transactions	Appointment to any office or place of profit in the Company;
(d)	Duration of the contracts/ arrangements/transactions	During the year
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Remuneration Paid during the year as per Employment Agreement: ₹ 5.21
(f)	Date(s) of approval by the Board, if any	27th August, 2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 5.21
(h)	Amount paid as advances, if any	NIL

For and on behalf of Smartworks Coworking Spaces Limited

Neetish Sarda
Managing Director
DIN: 07262894
Date: 1st September 2025
Place: Delhi

Harsh Binani
Whole Time Director
DIN: 07717396
Date: 1st September 2025
Place: Gurugram

FORM No MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025
[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE NO. 9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

To,
The Members,
SMARTWORKS COWORKING SPACES LIMITED
CIN: L74900DL2015PLC310656
Regd. Office: UNIT NO. 305-310, PLOT NO. 9, 10 & 11
VARDHMAN TRADE CENTRE
NEHRU PLACE, SOUTH DELHI 110019

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Smartworks Coworking Spaces Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **Smartworks Coworking Spaces Limited** books, papers, minutes book, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on **31st March, 2025** complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Smartworks Coworking Spaces Limited** ("the Company") for the financial year ended on **31st March, 2025** according to the provisions of:

- i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed

under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a) *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) *The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) *The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f) *The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and
 - h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - i) *The Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015 (herein after referred as SEBI LODR); and
 - j) *Securities and Exchange Board of India (Depository and Participants) Regulations, 2018
- *(Not applicable as the Company was an unlisted company as on 31st March, 2025)
- vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the management:
 - a. Information Technology Act, 2000 (the "IT Act") and the rules made thereunder; and
 - b. Digital Personal Data Protection Act, 2023

vii) I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India, with which the Company has complied with.

I report that during the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Woman Director and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in accordance with the provisions of the Act.

Adequate notice(s) were given to all directors regarding holdings of Board Meetings. Agenda and detailed notes on agenda were sent in an advance to all Directors except in cases where meetings were convened at a shorter notice. The Company has complied with the provisions of Act for convening meeting at the shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting;

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and process in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year the Company has allotted/converted the following securities:

- i. 10,707 Cumulative Convertible Preference Share of ₹ 10 (Rupees Ten only) each at a price of ₹269 (Rupees two hundred sixty nine only) per share (including securities premium ₹ 259 (Rupee two hundred fifty nine only) per share) aggregating to ₹ 28,80,183/- (Rupees Twenty Eight Lakh Eighty Thousand One Hundred Eighty Three only).
- ii. 37,16,551 Equity Share of ₹10 (Rupees ten only) each at a price of ₹269 (Rupees two hundred sixty nine only) per share (including securities premium ₹ 259 (Rupee two hundred fifty nine only) per share) aggregating to ₹ 99,97,52,219/- (Rupees Ninety Nine Crore Ninety Seven Lakh Fifty Two Thousand Two Hundred Nineteen only).

iii. 8,50,000 Equity Share of ₹ 10 (Rupees ten only) each at a price of ₹260 (Rupees two hundred sixty only) per share (including securities premium of ₹ 250 (rupees two hundred fifty only) on conversion of 850,000 Convertible Share Warrants.

iv. 1,96,10,398 Equity Share of ₹10 (Rupees ten only) on conversion of 1,96,10,398 Cumulative Convertible Preference Share of ₹ 10 (Rupees ten only) at a conversion ratio of 1:1

I further report that during the year the Company has been converted into a public company w.e.f. 25.07.2024 as per Certificate of incorporation Consequent upon Conversion to public company dated 25th July, 2024 issued by the Registrar of Companies, Central Processing Centre.

I further report that during the year the Company has altered its Memorandum of Association with reference to Authorised Capital and complied with the provisions of the Act.

I further report that during the year the Company has obtained Shareholders' approval for raising of Capital through an Initial Public Offering (IPO) of Equity Shares of the Company through a Fresh issue and an Offer for Sale of Shares of the Company upto an amount aggregating upto ₹ 6,600 Million including securities premium.

Pursuant to this Resolution, in Current financial year the company has made an IPO comprising fresh issue of 1,09,41,734 shares aggregating to ₹ 4,450.00 Millions and offer for sale of 33,79,740 shares aggregating to ₹ 1,375.55 Millions. Consequently, the shares of the Company has been listed at BSE and NSE on 17th July, 2025 and subsequently the status of Company has been changed from Unlisted Company to Listed Company.

I further report that during the Audit period there are no other specific events/actions which have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Name of Company
Secretary in Practice

Babu Lal Patni

FCS No : 2304

C.P. No : 1321

Place: Kolkata

Date: 19.08.2025

UDIN : F002304G1032498

PR : 1455/2021

Note:

This Report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this Report.

ANNEXURE- A

To,
The Members,
SMARTWORKS COWORKING SPACES LIMITED
CIN: L74900DL2015PLC310656
Regd. Office: UNIT NO. 305-310, PLOT NO. 9, 10 & 11
VARDHMAN TRADE CENTRE
NEHRU PLACE, SOUTH DELHI 110019

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on my audit.
2. I have followed the appropriate audit practices and processes as were to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices followed by me provide a reasonable basis of my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Name of Company
Secretary in Practice

Babu Lal Patni

FCS No : 2304

C.P. No : 1321

UDIN : F002304G1032498

PR : 1455/2021

Place: Kolkata

Date: 19.08.2025

Annexure VI

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

(a) Conservation of Energy

(i) The Steps taken or impact on conservation of energy and steps taken by the company for utilising alternate sources of energy;

At Smartworks, sustainability continues to be an integral part of our operations. Several initiatives have been undertaken to reduce energy and resource consumption while enhancing efficiency and comfort.

Key Measures Implemented

- **Energy-Efficient Lighting:** Complete transition to LED lighting across all centers, along with an in-house automated lighting control system for optimized usage.
- **Smart HVAC Systems:** Adoption of VRF systems, eco-friendly refrigerants (R407 in place of R22), use of smart thermostats, sun-control films, and scheduled preventive maintenance.
- **Water Conservation:** Use of aerators enabling up to 90% savings in tap water, and recycling through WTP/STP facilities wherever feasible.
- **In-House Building Management System (BMS):** A proprietary platform to monitor and optimize energy and water usage, reducing wastage and providing real-time alerts.
- **Energy-Efficient Equipment:** Usage of Energy Star-rated appliances and eco-friendly office electronics.
- **Employee Awareness:** Regular energy-saving workshops and feedback mechanisms to encourage responsible practices.
- **Monitoring & Analytics:** Deployment of advanced tools for tracking consumption patterns and identifying areas for improvement.
- **Renewable Energy:** Implementation of Group Captive Solar projects in Karnataka along with partnerships for rooftop installations and renewable PPAs with landlords.
- **Green Building Certifications:** Smartworks strives to obtain green building certifications such as LEED (Leadership in Energy and Environmental Design) to validate our commitment to sustainability.
- **Partnerships & Community Engagement:** Collaboration with vendors, suppliers,

and communities for broader adoption of sustainable practices.

Impact and Investment

- These measures have led to measurable reductions in energy consumption and carbon footprint.
- Adoption of renewable energy sources has added resilience and sustainability to operations.

(ii) The Capital Investment on energy conservation of equipments;

- The Company invested ₹ 57.06 Millions towards energy conservation and renewable projects.

(b) Technology Absorption

Pursuant to Section 134 of Companies Act, 2013 and Rule 8 of Companies (Accounts) Rules, 2014, the report of the Board shall contain the following information and details, namely: -

(i) The efforts made towards technology absorption:

During the year under review, the Company advanced a platform-led approach to technology absorption, scaling in-house systems across building operations, client service and commercial workflows. The portfolio—BMS (light control systems and pilot HVAC controls), Ticketing, Workctrl, CRM and Buildx—was further integrated to enforce SLAs end-to-end, strengthen compliance and audit readiness, and support energy savings and revenue protection, while lowering total cost of ownership and reliance on external licenses.

• **BMS – Building Management System:**

In-house platform that centralizes building controls and data.

Light Control System (LCS): Centralized lighting control across sites with scheduling, remote overrides and automated shutdown policies to minimise wastage.

Pilot HVAC interfaces: At select locations, centralized AC temperature controls with scheduled operation.

Smart metering & usage analytics: Smart meters capture circuit-level energy consumption for monitoring and analysis; insights, combined with scheduling and

request logs, drive energy savings and help prevent revenue loss from unintended/after-hours usage.

Compliance: Centralized storage of building compliance documents.

• **Ticketing – Support Ticket Tool:**

In-house incident and service management platform for logging and resolving service requests. All requests are governed by SLAs, with real-time tracking and fulfillment analytics to ensure on-time resolution and improve CSAT. The system supports department-specific workflows and **custom SLAs by ticket type**. It integrates with **Workctrl** and the **Client Portal** for user/company-admin-initiated tickets, and with **BMS** and **Buildx** for project-related tickets so that issues during initial project go-live are captured and routed to the relevant teams.

• **Workctrl – Client Mobile App**

Android/iOS app for end users to raise service requests (linked to Ticketing), book meeting rooms/amenities (e.g., play/sleep pods), schedule visitor passes and parking, make payments for food and smart stores, and receive notifications. ~50,000 monthly active users; SSO via **Keycloak**.

• **CRM – Customer Relationship Management**

Used by Sales and **Account Management** to manage the client lifecycle—**lead prospecting, proposals, contracts/agreements, entitlement management and renewals**. Provides portfolio analytics (building/property occupancy and client move-ins/move-outs). As the **central system for all billables**, it manages automated billing and receivables and supplementary/additional billings for client add-ons, with live billing status. Integrates with **Buildx, BMS, Workctrl** and other platforms to surface relevant data in context and keep records consistent.

• **Buildx – Projects & Asset Roll-out**

In-house platform for planning and tracking site build-outs/fit-outs, vendor activities, BoQ/assets, milestones and handovers. Reduces delivery times by improving project visibility and vendor performance tracking. Supports approvals, document control and site-

readiness checklists, and hands off operational data to BMS and Ticketing at go-live.

(ii) The benefits derived (product improvement, cost reduction, product development or import substitution):

The use of in-house systems during the year resulted in:

- Lower total cost of ownership and reduced reliance on third-party licences.
- Improved service quality through integrated workflows (**Workctrl ↔ Ticketing**) and SLA-based execution.
- Energy conservation and revenue protection through LCS/AC scheduling, smart-meter monitoring and auditable additional client request logs.
- Strengthened compliance and audit readiness through centralized documentation and role-based access.
- **Import substitution** by deploying in-house solutions in place of multiple external tools (Ticketing replacing dependency on Zoho to cut annual cost to one-fifth the spends on the support tool).
- Better delivery governance: **Buildx** improved visibility to milestones and handover readiness; **CRM** enhanced occupancy analytics, billing automation and receivables control.

(iii) Imported technology (imported during the last three years reckoned from the beginning of the financial year):

- Details of technology imported: **Nil**
- Year of import: **Nil**
- Whether the technology has been fully absorbed: **Nil**
- If not fully absorbed—areas where absorption has not taken place and reasons: **Nil**

(iv) the expenditure on Research & Development :

- Capital: **Nil**
- Revenue: **Nil**
- Total: **Nil**

For and on behalf of Smartworks Coworking Spaces Limited

Neetish Sarda
Managing Director
DIN: 07262894
Date: 1st September 2025
Place: Delhi

Harsh Binani
Whole Time Director
DIN: 07717396
Date: 1st September 2025
Place: Gurugram

REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Section C of Schedule V the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) as amended, the Board of Directors of Smartworks Coworking Spaces Limited (Formerly known as Smartworks Coworking Spaces Private Limited) have pleasure in presenting the Report on Corporate Governance for the Financial Year ended March 31, 2025.

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

At Smartworks Coworking Spaces Limited (“Company”, “Smartworks” or “We”), we focus on integrity, transparency, accountability, and ethics as pillars of good Corporate Governance. We believe that all these are critical in successfully running the Company and reinforcing relationships with all our stakeholders. The Company's actions and way of doing business are governed by these pillars which are reinforced at all levels. We are committed to doing things the right way, which is ethical and in compliance with the applicable laws.

The Company's Code of Conduct for Directors and Senior Management is an extension of our core values and reflect our commitment to ensure a good Corporate Governance framework and ensure ethical business practices across our operations.

The Company has complied with the requirements of Corporate Governance as laid down under the Companies Act, 2013 (the “Act”) and the Rules made thereunder. Further, as the Company undertook the listing of its equity shares on the Stock Exchanges, the Company also complied with the provisions of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time pursuant to the said listing.

As the equity shares of the Company got listed on BSE and NSE (“Stock Exchanges”) with effect from July 17, 2025, pursuant to the Initial Public offer (“IPO”) of the Company by way of fresh issue of Equity Shares and an Offer for Sale (“OFS”) by some of the existing shareholders, in order to observe prudent corporate governance, certain information in this report has been provided till date of signing of the report.

II. BOARD OF DIRECTORS (“BOARD”)

The Board is the highest authority for governance and the custodian who pushes the Company in the right direction and is responsible for the establishment of cultural, ethical, sustainable and accountable growth of the Company. The composition of Board of your Company consists of highly qualified and experienced professionals with expertise in business, finance, marketing and corporate management. While the Board is responsible for policy formulation, performance evaluation and overall governance, its committees oversee key operational matters. The Board has a proper combination of Executive, Non-Executive and Independent Directors complying with the requirements of the Act, and the SEBI LODR Regulations.

A. COMPOSITION AND SIZE OF THE BOARD

The Board composition is in conformity with Regulation 17 of the SEBI LODR Regulations read with Section 149 and 152 of the Act. As on March 31, 2025, the Board consisted of 7 (Seven) Directors including 3 (Three) Independent Directors including 1 (One) Woman Independent Director, 2 (Two) Non-Executive Directors including 1 (One) Nominee Director and 2 (Two) Executive Directors who are also the Promoters of the Company. The Chairman of the Company is a Non-Executive Director, and more than one-third of the Board members are Independent Directors. 1 (One) Independent Director of your Company has resigned during the year before the expiry of her tenure due to professional exigencies.

The present strength of the Board reflects judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company. The policy formulation, evaluation of performance and the control function vest with the Board, while the Board Committees oversee and recommend the operational issues to the Board. The detailed profile of the Directors is available on the Company's website <https://www.smartworksoffice.com/> and available on web-link: <https://www.smartworksoffice.com/investors/>.

The composition of the Board of Directors as on 31st March, 2025, comprising of 7 (Seven) Directors, is summarized below:

Name of Director	Category of Directors	Directorship held in Listed Entities including your listed entity	Other Directorships in Public Limited Companies as on March 31, 2025	Membership of Other Board Committees including your Company as on March 31, 2025		Number of shares held by Directors
				as Member	as Chairman	
Mr. Neetish Sarda	Managing Director	1	1	1	0	3,277
Mr. Harsh Binani	Whole-time Director	1	0	1	0	Nil
Mr. Atul Gautam	Non-Executive Director	1	0	2	1	Nil
Mrs. Pushpa Mishra	Independent Director	2	2	2	0	Nil
Mr. Rajeev Rishi	Independent Director	1	0	1	1	Nil
Mr. Virusangulam Kumarasamy Subburaj	Independent Director	1	0	2	0	Nil
Mr. Ho Kiam Kheong	Nominee Director	1	0	1	0	Nil

Notes:

- Directorship in companies registered under the Act or any other earlier enactments, excluding Private Limited & Foreign Companies.
- Committees include only the Audit Committee and Stakeholders Relationship Committee of Public Limited Companies (excluding foreign companies and Section 8 companies) in terms of Regulation 26 of SEBI LODR Regulations. Further, in accordance with Regulation 26 of SEBI LODR Regulations, Chairmanship/ Membership of Audit Committee and Stakeholders Relationship Committee of other Public Limited Companies have been considered including Chairmanship/ Membership of Audit Committee and Stakeholders' Relationship Committee in your Company.

The number of Directorship(s), Committee Membership(s), Chairmanship(s) of all Directors is within respective limit as prescribed under the Act and SEBI LODR Regulations as amended from time to time.

All the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Act and the Committee positions held by them in other companies. None of the Directors of your Company's Board is:

- A Director in more than 20 (Twenty) companies, including 10 (Ten) public companies - As per Section 165 of the Act;
- A Director in more than 7 (Seven) listed companies - As per Regulation 17A of the SEBI LODR Regulations;
- An Independent Director in more than 7 (Seven) listed companies or 3 (Three) listed companies (in case he / she serves as a Whole Time Director / Managing Director in any listed company) - As per Regulation 17A of the SEBI LODR Regulations;

d. A member of more than 10 (Ten) Committees and Chairperson of more than 5 (Five) Committees across all the listed entities in which he / she is a Director – As per Regulation 26 of the SEBI LODR Regulations.

As mandated by the Regulation 26 of SEBI LODR Regulations, none of the Directors of your Company are members of more than ten Board level committees in public companies nor are they Chairman of more than five committees across all listed companies where they are directors.

B. INTER-SE RELATIONSHIPS AMONGST DIRECTORS:

Except for Mr. Neetish Sarda and Mr. Harsh Binani who are brothers-in-law, none of our Directors, Key Managerial Personnel and Senior Management Personnel are related to each other. Further, none of our Independent Directors are directly / indirectly related in any manner to your Company (except in their capacity as Directors of your Company), Promoters, Promoter Group, Directors, Key Managerial Personnel or their relatives.

C. NUMBER OF EQUITY SHARES HELD BY NON-EXECUTIVE DIRECTORS AND DIVIDEND PAID DURING THE FINANCIAL YEAR 2024-25:

None of the Non-Executive Directors hold equity shares in the Company and no dividend was paid by the Company during the Financial Year 2024-25.

D. DIRECTORSHIP IN OTHER LISTED COMPANIES

Mrs. Pushpa Mishra, Women Independent Director of the Company, also serves as an Independent Director on the Board of Nexome Capital Markets Limited (formerly known as SMIFS Capital Market Limited).

Except for Mrs. Pushpa Mishra, none of the other Directors of the Company held directorship positions in any other listed companies during the reporting period.

E. MATRIX OF SKILLS / EXPERTISE / COMPETENCIES FOR THE BOARD OF DIRECTORS:

The Directors on the Board possess professional qualifications, expertise and wide experience including experience that is relevant to the business of the Company. The Board is structured in a manner which ensures diversity by age, education/ qualifications, professional background, sector expertise and special skills. The Directors take appropriate measures to avoid any present or potential conflict of interest, ensure adequate availability of their time for the Company and emulate values that embody the Company's values, particularly integrity, honesty, and transparency.

In line with the requirements, the Board has identified the list of core skills, expertise and competencies that are required in the context of the Company's business and sector for it to function effectively. Further, the Board has mapped the skills/expertise/ competencies actually available with it, along with the names of the Directors possessing such skills. The same is set out in the following chart/matrix:

S. No.	Director	Area of Expertise
1.	Mr. Neetish Sarda	Strategic leadership, business growth, operations, sales, product and technology management.
2.	Mr. Harsh Binani	Finance, investor relations, HR, marketing, management consulting and corporate strategy.
3.	Mr. Virusangulam Kumarasamy Subburaj	Administration, policy-making, and regulatory compliance expertise.
4.	Mr. Ho Kiam Kheong	Real estate investment, development, operations, and fund management across geographies.
5.	Mr. Rajeev Rishi	Banking, corporate governance, and financial services leadership.
6.	Mrs. Pushpa Mishra	Legal expertise in company law, arbitration, commercial and constitutional law.
7.	Mr. Atul Gautam	Banking, finance, advisory, risk management and corporate governance expertise.

F. MEETINGS OF THE BOARD OF DIRECTORS - PROCEDURE & ATTENDANCE

The Board of Directors, inter alia, focuses on and oversees strategic planning, risk management, compliance, corporate governance, financial controls, succession planning for Directors, etc., with high standards of ethical conduct and integrity, in order to protect the best interests of all the stakeholders.

The Board of Directors meets at regular intervals to discuss and decide on business strategies or

policies and reviews the financial and operational performance of the Company and its subsidiaries. In case of business exigencies, the Board's approval is taken through Resolutions passed by Circulation, which are then noted at subsequent Board Meetings.

The Company adheres to the Secretarial Standard on Meetings of the Board of Directors ("SS -1") as prescribed by the Institute of Company Secretaries of India ("ICSI").

Details of the Board meetings convened during the Financial Year 2024-25:

The Board of Directors met 10 (Ten) times during the Financial Year 2024-25, as detailed below:

S. No.	Date of Board meeting	No. of Directors as on the date of the meeting	No. of Directors attended the meeting
1.	10th April, 2024	2	2
2.	16th May, 2024	2	2
3.	21st June, 2024	2	2
4.	19th July, 2024	6	6
5.	31st July, 2024	6	6
6.	11th August, 2024	7	7
7.	30th August, 2024	7	7
8.	28th October, 2024	7	7
9.	5th January, 2025	7	6
10.	23rd January, 2025	7	7

Details of Composition of the Board of Directors and their Attendance at the Board Meetings held during the Financial Year 2024-25 and at the previous 9th (Ninth) Annual General Meeting ("9" AGM"):

S. No.	Name of the Director	Nature of Directorship	Appointment/ Cessation during the Financial year 2024-25	No. of the Board meetings attended during the year	Whether attended 9th AGM held on 3rd Day of August, 2024
1.	Mr. Neetish Sarda	Managing Director	-	10	Present
2.	Mr. Harsh Binani	Whole-time Director	-	10	Present
3.	Mr. Virusangulam Kumarasamy Subburaj	Independent Director	Appointment as an additional director w.e.f. 16th July 2024, regularization on 3rd August, 2024	6	Present
4.	Mr. Ho Kiam Kheong	Nominee Director (Non-Executive)	Appointment on 16th July, 2024	7	Present
5.	Mr. Rajeev Rishi	Independent Director	Appointment as an additional director w.e.f. 16th July, 2024, regularization on 3rd August, 2024	7	Present
6.	Mrs. Pushpa Mishra	Independent Woman Director	Appointment on 3rd August, 2024	5	N/A
7.	Mr. Atul Gautam	Non-Executive Director	Appointment as an additional director w.e.f. 21st June, 2024, regularization on 28th June, 2024	7	Present
8.	Mrs. Ramya Hariharan	Independent Director	Appointment on 28th June, 2024. *Resigned w.e.f. 18th July, 2024	-	N/A

*During the Financial Year 2024-25, Mrs. Ramya Hariharan [Director Identification Number (DIN): 06928511] Independent Director, has resigned from the directorship of the Company w.e.f. the close of business hours on 18th July, 2024 due to professional exigencies. She has confirmed that there was no other material reason for her resignation.

Board Meetings and Procedures:

The Board meets at regular intervals to discuss and decide on the Company's business policy and strategies apart from other normal business activities. The maximum interval between any two meetings of the Board did not exceed 120 days during the year. Agenda papers containing all necessary information/documents are made available to the Board in advance to enable them to discharge their responsibilities effectively and take informed decisions. All necessary information as specified in the Act, Secretarial Standard -1, was made available to the Board. Post listing of the equity shares of the Company on July 17, 2025, compliance of Regulation 17 of SEBI LODR Regulations, is also being ensured.

The Company Secretary finalises the agenda for the Board meetings in consultation with the Chairman, and the Whole Time Director & Managing Director. The agenda for committee meetings is circulated after consultation with the Chairpersons of the respective committees. The relevant members of the Management team are invited for discussions on the Company's performance at the committee meetings wherever and whenever required. In special and exceptional circumstances, additional item(s) are taken up as 'any other item' with the permission of the Chairperson of the Board / respective committee(s) and with the consent of majority of the Board / committee members present at the meeting.

Board Support:

The Company Secretary is responsible for convening of the Board and committee meetings along with preparation of the agenda papers for such meetings on the requisition of a Director. The Company Secretary acts as secretary at all the meetings of the Board and its committees and ensures that the Board and its committees, function in accordance with compliance and governance principles.

The Company Secretary also ensures appropriate recording of minutes of the meetings after incorporating the comments received from the members of the Board or respective committees on the draft minutes, if any, within the timeline as specified in the Act.

In compliance of the provisions of the Act, the Company Secretary annually obtains from each Director, details of the Board and Board's committees positions he/she occupies in other companies, and changes, if any, regarding their directorships and places the same at the subsequent Board meetings.

Independent Directors:

The Independent Directors of your Company fulfil the conditions as specified in SEBI LODR Regulations and the Act and are independent of the management. None of the Independent Directors of your Company are related to each other. None of the Independent Directors of your Company holds any shares in the Company. Independent Directors of the Company have confirmed that they are not aware of the circumstances or situations, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties.

The Independent Directors do not have any material pecuniary relationship or transactions with the Company, Promoters or Management, which may affect their independent judgement in any manner.

In the opinion of the Board, all Independent Director of your Company fulfil the conditions specified in the Act and SEBI LODR Regulations and are independent of the management.

Meeting of Independent Directors:

The Independent Directors of your Company met without the presence of the Executive Directors and other Non-Executive Directors or any other Management Personnel. These Meetings are conducted to enable the Independent Directors to discuss matters pertaining to review of performance of Executive and Non-Independent Directors and the Board of Directors as a whole, assess the quality, quantity, and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to perform their duties effectively. During the year ended March 31, 2025, the Independent Directors met **one (1)** time on **March 31, 2025**.

G. CODE OF CONDUCT

Your Company stands firm in the belief that along with success comes the increased responsibility and accountability of being a trustworthy corporate citizen, committed to upholding the highest standards of compliance and governance. As required under Regulation 17 of the SEBI LODR Regulations, the Company has laid down Code of Conduct for Directors and Senior Management Personnel of the Company. The same is available on the Company's website and can be accessed at <https://www.smartworksoffice.com/investors/>.

All members of the Board and Senior Management Personnel have affirmed compliance with the 'Code of Conduct for Directors and Senior Management

Personnel' for the financial year 2024-25. A declaration to this effect signed by the Managing Director and the same is annexed as Annexure "B".

H. FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS:

The Company has been listed on the NSE and BSE w.e.f. July 17, 2025. In view of the recent listing, a formal familiarisation programme for the Independent Directors is currently being formulated and will be conducted in due course in accordance with Regulation 25(7) of the SEBI LODR Regulations.

At the time of their appointment, the Independent Directors were provided with a formal induction, and issued letters of appointment outlining, inter alia, their roles, responsibilities, and duties. The induction covered key aspects of the Company's operations, governance structure, and strategic priorities.

The Company is committed to ensuring that its Independent Directors are well-informed about their responsibilities and the business environment in which the Company operates. Accordingly, details of the familiarisation programmes, as and when conducted, will be disclosed on the Company's website in compliance with Regulation 46(2)(i) of the SEBI LODR Regulations.

I. BOARD INDUCTION AND TRAINING:

The Company has a structured programme for induction and training of its Directors to familiarize them with their roles, rights, responsibilities, nature of the industry, business operations, and policies of the Company. At the time of appointment, each Director is issued a formal Letter of Appointment, along with comprehensive information through presentations and interactions with senior management, to enable them to contribute effectively.

J. BOARD EVALUATION

Pursuant to the provisions of Regulation 17(10) of the SEBI LODR Regulations and the provisions of the Act, Board Evaluation for the Financial Year ended March 31, 2025, has been completed by the Company, which involved the following

- i. Evaluation of IDs, in their absence, by the entire Board, based on their performance and fulfilment of the independence criteria prescribed under the Act and SEBI LODR Regulations, including their independence from the Company's Management; and
- ii. Evaluation of the Board of Directors, its Committees and individual Directors, including the role of the Board's Chairman.

K. DIRECTORS AND OFFICERS INSURANCE

In adherence to Regulation 25(10) of the SEBI LODR Regulations, your Company has taken the necessary steps of securing Directors and Officers insurance (referred to as '**D and O insurance**') for all Directors and Officers. The coverage amounts and risk parameters for this insurance are determined by the Board of Directors of the Company, ensuring comprehensive protection for our leadership team.

L. EMPLOYEES STOCK OPTION TO DIRECTORS:

None of the Board of Directors of the Company have been granted ESOPs under the existing ESOP scheme i.e. **Smartworks Coworking Spaces Limited Employee Stock Option Plan 2022 ("ESOP 2022")**.

M. DIRECTOR SEEKING RE-APPOINTMENT AT THE ENSUING 10th (TENTH) ANNUAL GENERAL MEETING:

Mr. Harsh Binani, Whole-time Director of the Company, retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment at the 10th (Tenth) AGM of the Company.

Further the term of Mr. Neetish Sarda is expiring on March 7, 2026, and he is seeking re-appointment at the 10th (Tenth) AGM of the Company, for another term of five years commencing from March 8, 2026 to March 7, 2031, on the terms and conditions set out in the Notice of the Annual General Meeting forming part of this Annual Report.

Further, Mr. Ho Kiam Kheong is re-designated as an Additional Non-Executive Director from Nominee Director in the Board Meeting held on 1st September, 2025. He sought for seeking to appoint as a Non-Executive Director of the Company, at the 10th (Tenth) AGM of the Company.

III. COMMITTEES OF THE BOARD:

The Board Committees play a vital role in strengthening the Corporate Governance practices of the Company. The Board Committees are set up by the Board to carry out clearly defined roles which are aligned with the provisions of the Act and SEBI LODR Regulations.

The Board has constituted various Committees to focus on specific areas and make informed decisions within the authority delegated to each such Committee. Each Committee of the Board is guided by its terms of reference, which defines the scope, powers and composition of the Committee. All decisions and recommendations of the Committees are placed before the Board for its information or approval.

As required under Schedule V of the SEBI LODR Regulations, mandatory disclosure(s) related to the Committees of the Company are as follows:

1. Audit Committee:

The Audit Committee was constituted post change of status of the Company to a Public Limited Company by your Board through its resolution by circulation dated July 23, 2024. It is in compliance with Section 177 of the Act and Regulation 18 of the SEBI LODR Regulations.

The current constitution of the Audit committee is as follows:

S. No.	Name of the Member	Position in the Committee	Designation
1.	Mr. Rajeev Rishi	Chairman	Independent Director
2.	Mr. Virusangulam Kumarasamy Subburaj	Member	Independent Director
3.	Mr. Atul Gautam	Member	Non- Executive Director

The Chief Financial Officer, the General Counsel and concerned partner / authorised representatives of the Statutory Auditors and Internal Auditors are invited to the meetings of the Committee as and when required.

b. Brief descriptions of terms of reference of the Audit Committee:

The Committee's role and terms of reference are in compliance with the provisions of the Act and the SEBI LODR Regulations. The roles and terms of reference include the following:

The Audit Committee shall have powers, which should include the following:

- (i) To investigate any activity within its terms of reference;
- (ii) To seek information that it properly requires from any employee of the Company or any associate or subsidiary, joint venture Company in order to perform its duties and all employees are directed by the Board to co-operate with any request made by the Committee from such employees;
- (iii) To obtain outside legal or other professional advice;
- (iv) To secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required;
- (v) To approve the disclosure of the Key Performance Indicators to be disclosed in

a. Composition of the Audit Committee:

The composition of the Audit Committee is in compliance with the provisions of the Section 177 of the Act and Regulation 18 of the SEBI LODR Regulations. All the Members of the Audit Committee are Non-Executive Directors, with Two-thirds of them including the Chairman of the Committee, being an Independent Director. All the members of the Committee possess knowledge and understanding of finance, accounts, and audit. The Company Secretary acts as the Secretary to the Committee.

the documents in relation to the initial public offering of the equity shares of the Company; and

- (vi) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

The role of the Audit Committee shall include the following:

- (i) Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible;
- (ii) Recommendation to the Board for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors of the Company and the fixation of audit fee;
- (iii) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;
- (iv) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134(3)(c) of the Companies Act;

- (b) Changes, if any, in accounting policies and practices and reasons for the same;
- (c) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
- (d) Significant adjustments made in the financial statements arising out of audit findings;
- (e) Compliance with listing and other legal requirements relating to financial statements;
- (f) Disclosure of any related party transactions; and
- (g) modified opinion(s) in the draft audit report.
- (v) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (vi) Monitoring the end use of funds raised through public offers and reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/ application of the funds raised through the proposed initial public offer by the Company;
- (vii) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (viii) Formulating a policy on related party transactions, which shall include materiality of related party transactions and the definition of material modifications of related party transactions;
- (ix) Approval of any subsequent modifications of transactions of the Company with related parties and omnibus approval (in the manner specified under the SEBI Listing Regulations and Companies Act) for related party transactions proposed to be entered into by the Company. Provided that only those members of the

committee, who are independent directors, shall approve related party transactions;

Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.

- (x) Approval of related party transactions to which the subsidiary(ies) of the Company is/are a party, but the Company is not a party, if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, subject to such other conditions prescribed under the SEBI Listing Regulations;
- (xi) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
- (xii) Scrutiny of inter-corporate loans and investments;
- (xiii) Valuation of undertakings or assets of the company, wherever it is necessary;
- (xiv) Evaluation of internal financial controls and risk management systems;
- (xv) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (xvi) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (xvii) Discussion with internal auditors of any significant findings and follow up there on;
- (xviii) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (xix) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

- (xx) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (xxi) Reviewing the functioning of the whistle blower mechanism;
- (xxii) Approval of the appointment of the Chief Financial Officer of the Company (“CFO”) (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;
- (xxiii) To formulate, review and make recommendations to the Board to amend the Audit Committee’s terms of reference from time to time;
- (xxiv) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances;
- (xxv) Reviewing the utilisation of loans and/or advances from/investment by the Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/ investments;
- (xxvi) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- (xxvii) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
- (xxviii) Carrying out any other functions and roles as provided under the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Audit Committee shall mandatorily review the following information:

- (i) Management discussion and analysis of financial condition and results of operations;
- (ii) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;
- (iii) Internal audit reports relating to internal control weaknesses;
- (iv) Review of financial statements, specifically, for investments made by any unlisted subsidiary;
- (v) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
- (vi) Statement of deviations:
 - (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and
 - (ii) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.”
 - (vii) To carry out such other functions as may be specifically referred to the Committee by the Board of Directors and/or other Committees of Directors of the Company; and
 - (viii) To make available its terms of reference and review periodically those terms of reference and its own effectiveness and recommend any necessary changes to the Board.

c. Meetings and their attendance during the year:

During the Financial Year ended March 31, 2025, the Committee met four (04) times on the following dates and the time gap between any two meetings was not more than 120 days.

S. No.	Dates of the Committee Meetings	Composition of the Committee		
		Mr. Rajeev Rishi Chairman (Independent Director)	Mr. Virusangulam Kumarasamy Subburaj Member (Independent Director)	Mr. Atul Gautam Member (Non-Executive Director)
1.	July 31, 2024	✓	✓	✓
2.	August 11, 2024	✓	✓	✓
3.	December 04, 2024	✓	✓	✓
4.	January 5, 2025	✓	✓	✓

2. Nomination and Remuneration Committee (“NRC”):

The NRC was constituted post change of status of the Company to a Public Limited Company by your Board through its resolution by circulation dated July 23, 2024. It is in compliance with Section 178 of the Act, and Regulation 19 of the SEBI LODR Regulations.

a. Composition of the NRC:

The composition of the NR Committee is in compliance with the provisions of Section 178 of the Act and Regulation 19 of the SEBI LODR Regulations. All the members of the NRC are Non-Executive Directors, with two-thirds of them including the Chairperson of the Committee, being Independent Directors.

The Company Secretary acts as the Secretary of the Committee.

The current constitution of the NRC is as follows:

S. No.	Name of the Member	Position in the Committee	Designation
1.	Mr. Virusangulam Kumarasamy Subburaj	Chairman	Independent Director
2.	Mr. Rajeev Rishi	Member	Independent Director
3.	Mr. Atul Gautam	Member	Non- Executive Director

b. Brief descriptions of terms of reference of the NRC:

The terms of reference of the NRC cover areas as contemplated under the Act and the SEBI LODR Regulations, besides other terms as referred by the Board from time to time. The roles and responsibilities of the NRC include the following:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

The NRC, while formulating the above policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- (ii) relationship of remuneration to performance is clear and meets

appropriate performance benchmarks; and

- (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

For every appointment of an independent director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the NRC may:

- i. Use the services of an external agencies, if required;

- ii. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
- iii. Consider the time commitments of the candidates.
- b) Formulation of criteria for evaluation of performance of independent directors and the Board;
- c) Devising a policy on Board diversity;
- d) Identifying persons who are qualified to become directors of the Company and who may be appointed as senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- e) Analyzing, monitoring and reviewing various human resource and compensation matters;
- f) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- g) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);
- h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- i) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- j) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- k) Administering, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws:
 - (i) Determining the eligibility of employees to participate under the ESOP Scheme;
- (ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
- (iii) Date of grant;
- (iv) Determining the exercise price of the option under the ESOP Scheme;
- (v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
- (vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
- (vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
- (viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- (ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
- (x) The grant, vest and exercise of option in case of employees who are on long leave;
- (xi) Allow exercise of unvested options on such terms and conditions as it may deem fit;
- (xii) Formulate the procedure for funding the exercise of options;
- (xiii) The procedure for cashless exercise of options;
- (xiv) Forfeiture/ cancellation of options granted;
- (xv) Formulate the procedure for buy-back of specified securities issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

- a) permissible sources of financing for buy-back;
- b) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
- c) limits upon quantum of specified securities that the Company may buy-back in a financial year.
- (xvi) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
 - a) The number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
 - b) For this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
 - c) The vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

- l) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;
- m) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
 - ii. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and
 - iii. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by the Company and its employees, as applicable.
- n) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the NRC; and
- o) Such terms of reference as may be prescribed under the Companies Act, SEBI Listing Regulations and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties."

c. Meetings and their attendance during the year:

During the year, the NRC met one (01) time on the following date:

Composition of the Committee				
S. No.	Dates of the Committee Meetings	Mr. Virusangulam Kumarasamy Subburaj Chairman (Non- Executive and Independent Director)	Mr. Rajeev Rishi Member (Non- Executive, Independent Director)	Mr. Atul Gautam Member (Non- Executive Director)
1.	July 31, 2024	✓	✓	✓

d. Performance evaluation criteria for independent directors:

The Nomination and Remuneration Policy of the Company lays down the criteria of appointment and remuneration of Directors/Key Managerial Personnel including criteria for determining qualification, positive attributes, independence of Directors, criteria for performance evaluation of Executive and

Non-executive Directors (including Independent Directors) and other matters as prescribed under the provisions of the Act and the SEBI LODR Regulations.

In evaluating the performance of individual Directors, criteria such as knowledge, participation and attendance at meetings, maintenance of high standard of ethics, integrity and confidentiality

and decision-making ability were taken into consideration.

For further details on the Board evaluation, please refer to the relevant para given in Board's Report.

e. Remuneration Policy:

The Company had adopted the Nomination and Remuneration Policy (Policy) in compliance with Section 178 of the Act and Regulation 19(4) read with Part D of Schedule II to the SEBI LODR Regulations, for identification, selection and appointment of Directors, Key Managerial Personnel (KMPs) and Senior Management Personnel (SMPs) of the Company. The Policy lays down the process and parameters for the appointment and remuneration of the KMPs and other senior management personnel and the criteria for determining qualifications, highest level of personal and professional ethics, positive attributes, financial literacy, and independence of a Director.

The current constitution of the SRC is as follows:

S. No.	Name of the Member	Position in the Committee	Designation
1.	Mr. Atul Gautam	Chairman	Chairman and Non- Executive Director
2.	Mr. Virusangulam Kumarasamy Subburaj	Member	Independent Director
3.	Mr. Harsh Binani	Member	Whole Time Director
4.	Mr. Ho Kiam Kheong	Member	Non-Executive Director

b. Brief descriptions of terms of reference of the SRC:

The roles and responsibilities of the SRC are as prescribed under the Act and the SEBI LODR Regulations, which include the following:

- a) Redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, general meetings etc., and assisting with quarterly reporting of such complaints;
- b) Reviewing of measures taken for effective exercise of voting rights by shareholders;
- c) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

As per the requirements of the Act and the SEBI LODR Regulations, the Policy is available on the Investor Relations section of the Company's website at <https://www.smartworksoffice.com/investors/>.

3. Stakeholders' Relationship Committee ("SRC"):

The SRC was constituted post change of status of the Company to a Public Limited Company by your Board through its resolution by circulation dated July 23, 2024. It is in compliance with Section 178 of the Act and Regulation 20 of the SEBI LODR Regulations.

a. Composition of the SRC:

The composition of the Committee is in accordance with the provisions of the Section 178(5) of the Act and Regulation 20 of the SEBI LODR Regulations. The Company Secretary acts as the Secretary of the Committee.

- d) Giving effect to all allotments, transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated/new share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- e) Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- f) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

- g) Considering and specifically looking into various aspects of interest of shareholders, debenture holders or holders of any other securities;
- h) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- i) To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s) or agent(s);
- j) To authorise affixation of common seal of the Company; and

- k) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

c. Meetings and their attendance during the year:

No meeting of the members of SRC was held during the FY 2024-25.

d. Name and designation of the compliance officer is Mrs. Punam Dargar, Company Secretary and Compliance Officer the dedicated e-mail Id for redressal of investors grievances is investor_relations@sworks.co.in.

e. Details of Shareholders' Complaints Received, Solved and Pending during Financial Year 2024-25:

Resolution Status			
Shareholders Complaints received during FY 2024-25	Number of complaints resolved	Number of complaints not resolved to the satisfaction of Complaints shareholders	Number of pending Complaints
Nil	Nil	Nil	Nil

The above table includes complaints received from SEBI SCORES by the Company.

4. Risk Management Committee:

The Risk Management Committee was constituted post change of status of the Company to a Public Limited Company by your Board through its resolution by circulation dated July 23, 2024. The Risk Management Committee is in compliance with Regulation 21 of the SEBI LODR Regulations.

a. Composition of the Risk Management Committee ("RMC"):

The constitution of RMC is in compliance with Regulation 21 of the SEBI LODR Regulations. The Company Secretary acts as the Secretary of the Committee.

The current constitution of the RMC is as follows:

S. No.	Name of the Member	Position in the Committee	Designation
1.	Mr. Rajeev Rishi	Chairman	Independent Director
2.	Mr. Harsh Binani	Member	Whole Time Director
2.	Mr. Neetish Sarda	Member	Managing Director

The scope and function of the RMC is in accordance with Regulation 21 of the SEBI Listing Regulations.

b. Brief descriptions of terms of reference of the RMC:

The roles and responsibilities of the RMC are as prescribed under the SEBI LODR Regulations, which include the following:

- (i) To formulate a detailed risk management policy which shall include:
 - a) framework for identification of internal and external risks specifically faced by the

Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined by the Committee;

- b) Measures for risk mitigation including systems and processes for internal control of identified risks; and
- c) Business continuity plan.

- (ii) To approve major decisions affecting the risk profile or exposure and give appropriate directions;
- (iii) To consider the effectiveness of decision making process in crisis and emergency situations;
- (iv) To balance risks and opportunities;
- (v) To generally assist the Board in the execution of its responsibility for the governance of risk;
- (vi) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- (vii) To review and recommend potential risk involved in any new business plans and processes;
- (viii) To review the Company's risk-reward performance to align with the Company's overall policy objectives;
- (ix) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (x) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (xi) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- (xii) The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the RMC.

- (xiii) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- (xiv) Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;
- (xv) Framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security; and
- (xvi) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the RMC or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

c. Meetings and their attendance during the year:

No meeting of the Members of the RMC was held during the FY 2024-25.

5. Corporate Social Responsibility Committee ("CSR Committee"):

The CSR Committee was constituted post change of status of the Company to a Public Limited Company by Board through its resolution by circulation dated July 23, 2024.

a. Composition of the CSR Committee:

The composition of the CSR Committee is in compliance with the provisions of Section 135 of the Act.

The Company Secretary acts as the Secretary of the Committee.

The current constitution of the CSR Committee is as follows:

S. No.	Name of the Member	Position in the Committee	Designation
1.	Mr. Neetish Sarda	Chairman	Managing Director
2.	Mr. Virusangulam Kumarasamy Subburaj	Member	Independent Director
3.	Mr. Harsh Binani	Member	Whole Time Director

b. Brief descriptions of terms of reference of the CSR Committee:

The roles and responsibilities of the CSR Committee include the following:

- (a) Formulating and recommending to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- (b) Recommending the amount of expenditure to be incurred on the activities referred to in clause (a) and preparation of Annual Action Plan.
- (c) Monitoring the Corporate Social Responsibility Policy of the Company from time to time.

The CSR Policy adopted by the Company is uploaded on the Investor Relations section of Company's website at <https://www.smartworksoffice.com/investors/>.

c. Meetings and their attendance during the year:

During the year, the CSR Committee met two (02) times on the following dates:

S. No.	Dates of the Committee Meetings	Composition of the Committee		
		Mr. Neetish Sarda Chairman (Managing Director)	Mr. Virusangulam Kumarasamy Subburaj Member (Independent Director)	Mr. Harsh Binani Member (Whole Time Director)
1.	July 31, 2024	✓	✓	✓
2.	March 21, 2025	✓	✓	✓

6. Initial Public Offer Committee ("IPO Committee"):

The IPO Committee was constituted by your Board in its meeting held on July 31, 2024.

a. Composition of the IPO Committee:

As on March 31, 2025, the constitution of the IPO committee was as follows:

S. No.	Name of the Member	Position in the Committee	Designation
1.	Mr. Harsh Binani	Chairman	Whole Time Director
2.	Mr. Neetish Sarda	Member	Managing Director
3.	Mr. Ho Kiam Kheong	Member	Nominee Director (Non-Executive)
4.	Mr. Atul Gautam	Member	Chairman and Non- Executive Director

b. Terms of Reference of the IPO Committee:

The roles and responsibilities of the IPO Committee includes the following:

To undertake such deeds and actions as may be required for the IPO, including negotiating, finalizing and executing all such documentation and agreements as may be necessary and appropriate, including, without limitation, the following acts in relation to the Offer as permitted under applicable law:

- (a) To take on record the number of Equity Shares proposed to be offered by the Selling Shareholder(s);
- (b) To decide, negotiate and finalize, in consultation with the book running lead manager(s) appointed in relation to the Offer ("BRLMs"), on the size, timing (including opening and closing dates), pricing and all the terms and conditions of the Offer and transfer of the Equity Shares pursuant to the Offer, including without limitation the number of the Equity Shares to be issued or offered pursuant to the Offer (including any reservation, green shoe option and any rounding off in the event of any oversubscription), price and any discount as allowed under applicable laws that may be fixed, price band, allocation/allotment to eligible

persons pursuant to the Offer, including any anchor investors, any rounding off in the event of any oversubscription, to permit existing shareholders to sell any Equity Shares held by them, determined in accordance with the applicable law, and to accept any amendments, modifications, variations or alterations thereto;

- (c) To appoint, instruct and enter into arrangements with the BRLMs and in consultation with BRLMs, appoint and enter into agreements with intermediaries, including underwriters to the Offer, syndicate members to the Offer, brokers, escrow collection banks, bankers to the Offer, sponsor bank, auditors, independent chartered accountants, industry expert, depositories, custodians, registrar to the Offer, legal advisors, advertising agency(ies), printers and any other agencies or persons or intermediaries (including any replacements thereof) to the Offer whose appointment is required in relation to the Offer and to negotiate and finalise the terms of their appointment, including but not limited to execution of the engagement letter with the BRLMs, negotiation, finalisation and execution of the offer agreement with the BRLMs and Selling Shareholders, etc and the underwriting agreement with the underwriters, syndicate agreement, cash escrow and sponsor bank agreement, share escrow

- agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all other agreements, documents, deeds, memorandum of understanding, engagement letters and other instruments whatsoever, any amendment(s) or addenda thereto or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, etc. and to terminate any agreements or arrangements with such intermediaries/ agents;
- (d) To negotiate, finalise, settle, execute, terminate, amend and, deliver or arrange the delivery of the offer agreement, syndicate agreement, monitoring agency agreement, cash escrow and sponsor bank agreement, underwriting agreement, share escrow agreement, agreements with the registrar to the Offer and the advertising agency(ies) and all other documents, deeds, agreements, memorandum of understanding and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, stock exchange(s), BRLMs and any other agencies/ intermediaries in connection with the Offer with the power to authorise one or more officers of the Company to negotiate, execute and deliver all or any of the aforesaid documents;
- (e) To approve the relevant restated consolidated financial statements to be issued in connection with the Offer;
- (f) To finalise, settle, approve and adopt, deliver and arrange for, in consultation with the BRLMs, submission of the DRHP, the RHP, the Prospectus, the abridged prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient), confirmation of allocation notes and application forms, the preliminary and final international wrap and any amendments, supplements, notices, addenda or corrigenda thereto, for the Offer and take all such actions in consultation with the BRLMs as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/ modifications as may be required by SEBI, RoC, or any other relevant governmental and statutory authorities;
- (g) To make applications to, seek clarifications and obtain approvals and seek exemptions from, if necessary, the Stock Exchanges, the Reserve Bank India, SEBI, RoC or any other statutory or governmental authorities in connection with the Offer as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions and, wherever necessary, incorporate such modifications / amendments / alterations / corrections as may be required in the DRHP, RHP and Prospectus;
- (h) To approve any corporate governance requirements, code of conduct for the Board, officers and other employees of the Company that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the listing agreement to be entered into by the Company with the Stock Exchanges;
- (i) To finalize and arrange for the submission of the DRHP to be submitted to SEBI and the Stock Exchanges for receiving comments, the RHP and the Prospectus (including amending, varying or modifying the same, as may be considered desirable or expedient) to be filed with the RoC, the preliminary and final international wrap and any corrigendum, amendments and supplements thereto;
- (j) To undertake as appropriate such communication with the Selling Shareholders as required under applicable laws, including inviting the existing shareholders of the Company to participate in the Offer by making an offer for sale in relation to such number of Equity Shares held by them as may be deemed appropriate, and which are eligible for the offer for sale in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), and taking all actions as may be necessary or authorised in connection with any offer for sale;
- (k) To take all actions as may be necessary and authorised in connection with the Offer for Sale and to approve and take on record the approval and intention of the Selling Shareholder(s) for offering their Equity Shares in the Offer for Sale and the transfer of Equity Shares in the Offer for Sale;
- (l) To issue notices or advertisements in such newspapers and other media as it may deem fit and proper in consultation with the relevant intermediaries appointed for the Offer and in accordance with the SEBI ICDR Regulations, Companies Act, 2013, as amended and other applicable laws;
- (m) To decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any;
- (n) To seek, if required, the consent and waivers of the lenders to the Company and its subsidiaries, as applicable, parties with whom the Company has entered into various commercial and other agreements including, without limitation, industry data providers, customers, suppliers, strategic partners of the Company, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in relation to the Offer or any actions connected therewith;
- (o) To open and operate bank account(s) of the Company in terms of the cash escrow and sponsor bank agreement for handling of refunds for the Offer and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (p) To determine the amount, the number of Equity Shares, terms of the issue of the equity shares, the categories of investors for the Pre-IPO Placement, if any including the execution of the relevant documents with the investors, in consultation with the BRLMs, and rounding off, if any, in the event of oversubscription and in accordance with Applicable Laws;
- (q) To determine and finalise the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Offer (including offer price for anchor investors), approve the basis of allotment and confirm allocation/allotment of the equity shares to various categories of persons as disclosed in the DRHP, RHP and Prospectus, in consultation with the BRLMs) and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Offer including any alteration, addition or making any variation in relation to the Offer;
- (r) All actions as may be necessary in connection with the Offer, including extending the Bid/ Offer period, revision of the price band, allow revision of the Offer portion in case any Selling Shareholder decides to revise it, in accordance with the Applicable Laws;
- (s) To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, in consultation with the BRLMs, including without limitation, determining the anchor investor portion and allocation to anchor investors, finalising the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;
- (t) To issue receipts/allotment letters/ confirmations of allotment notes either in physical or electronic mode representing the underlying Equity Shares and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;
- (u) To make applications to the Stock Exchanges for in-principle and final approval for listing of its equity shares and to execute and to deliver or arrange the delivery and file such papers and documents with the Stock Exchanges, including a copy of the DRHP filed with the Securities Exchange Board of India, as may be required for the purpose;
- (v) To make applications for listing of the Equity Shares on one or more recognised stock exchange(s) and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s) and to take all such other actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreements;
- (w) To do all such deeds and acts as may be required to dematerialise the Equity Shares of the Company and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this connection with power to authorise one or more officers of the Company to execute all or any of the aforesaid documents;
- (x) To authorise and approve, in consultation with the BRLMs, the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;

- (y) To authorise and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), Companies Act, 2013, as amended and other applicable laws;
- (z) To settle any question, difficulty or doubt that may arise in connection with the Offer including the issue and allotment of the Equity Shares as aforesaid in consultation with the BRLMs and to further delegate the powers conferred hereunder subject to such restrictions and limitations as it may deem fit and in the interest of the Company and to the extent allowed under applicable laws and to do all such acts and deeds in connection therewith and incidental thereto, as the Committee may in its absolute discretion deem fit;
- (aa) To execute and deliver and/or to authorise and empower officers of the Company (each, an "Authorised Officer") for and on behalf of the Company to execute and deliver, any and all other documents or instruments and doing or causing to be done any and all acts or things as the IPO Committee and/or Authorised Officer may deem necessary, appropriate or advisable in order to carry out the purposes and intent

of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by the IPO Committee and/or Authorised Officer shall be conclusive evidence of the authority of the IPO Committee and/or Authorised Officer and Company in so doing.

- (bb) To withdraw the DRHP or the RHP or not to proceed with the Offer at any stage, if considered necessary and expedient, in accordance with Applicable Laws.
- (cc) To submit undertakings/certificates or provide clarifications to the Securities Exchange Board of India and the Stock Exchanges where the Equity Shares of the Company are proposed to be listed.
- (dd) To delegate any of its powers set out hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company.
- (ee) To take all other actions as may be necessary in connection with the Offer.

c. Meetings and their attendance during the year:

During the year, the IPO Committee met two (02) times on the following dates:

S. No.	Dates of the Committee Meetings	Composition of the Committee			
		Mr. Harsh Binani	Mr. Neetish Sarda	Mr. Ho Kiam Kheong	Mr. Atul Gautam
1.	August 06, 2024	✓	✓	✓	✓
2.	August 13, 2024	✓	✓	✓	✓

As on date, the IPO Committee stands dissolved vide resolution passed by the Board of Directors in its meeting held on August 12, 2025.

7. Executive Committee:

Post March 31, 2025, the Board has constituted an Executive Committee to oversee and manage the day-to-day affairs of the Company, in line with the authority delegated by the Board. The Committee functions within the framework prescribed by the Board.

As on this report, the following is the Constitution of the Committee:

S. No.	Name of the Member	Position in the Committee	Designation
1.	Mr. Neetish Sarda	Chairman	Managing Director
2.	Mr. Harsh Binani	Member	Whole Time Director
3.	Mr. Sahil Jain	Member	Chief Financial Officer
4.	Mr. Pratik Ravindra Agarwal	Member	Chief Business Officer

IV. PARTICULARS OF SENIOR MANAGEMENT INCLUDING THE CHANGES THEREIN SINCE THE CLOSE OF THE PREVIOUS FINANCIAL YEAR:

Your Company is having following officers in Senior Management position (as defined under Regulation 16 of the SEBI LODR Regulations)

S. No.	Name	Designation	Date of Joining	Date of Resignation
1.	Punam Dargar	*Company Secretary and Compliance Officer	January 7, 2020	-
2.	Sahil Jain	Chief Financial Officer	June 6, 2022	-
3.	Pratik Ravindra Agarwal	Chief Business Officer	December 01, 2016	-
4.	Prashant Hakim	Chief Operating Officer	November 1, 2018	-
5.	Anirudh Tapuriah	Chief of Strategy and Investor Relations	April 27, 2021	-
6.	Gokul Nolambur Rajasekar	Group Chief Technology Officer	March 2, 2022	-
7.	Kalpana Devnani	**Chief Human Resources Officer	May 15, 2024	-

*Mrs. Punam Dargar was designated as Compliance Officer w.e.f. July 31, 2024.

** Mrs. Kalpana Devnani was appointed as Chief Human Resources Officer w.e.f. May 15, 2024

V. APPOINTMENT, REMUNERATION & PERFORMANCE EVALUATION OF DIRECTORS:

1. The Policy for selection and appointment / re-appointment of Directors, Determining Remuneration of Executive, Non-Executive Directors and Senior Management Personnel of the Company is available in Company's website <https://www.smartworksoffice.com/investors/>.

A. Remuneration of Executive Directors & Non-Executive Directors during the Financial Year 2024-25:

S. No.	Name of the Director	Designation	Remuneration (In INR Millions)					Total
			Basic Salary	House Rent Allowance	Special Allowance	Statutory/ Annual Bonus	Sitting Fees	
1.	Mr. Neetish Sarda	Managing Director	7.82	3.13	4.13	0.51	-	15.58 [§]
2.	Mr. Harsh Binani	Whole-Time Director	7.82	3.13	4.13	0.51	-	15.58 [§]
3.	Mr. Virusangulam Kumarasamy Subburaj	Non-Executive Independent Director	-	-	-	-	0.50	0.50
4.	Mr. Kiam Kheong Ho	Non-Executive Independent Director	-	-	-	-	-	-
5.	Mr. Rajeev Rishi	Non-Executive Independent Director	-	-	-	-	0.50	0.50
6.	Mrs. Pushpa Mishra	Non-Executive Independent Director	-	-	-	-	0.28	0.28
7.	Mr. Atul Gautam*	Non-Executive Non-Independent Director	-	-	-	-	-	-

* Paid INR 2.31 Million as Consultancy fees in Professional capacity.

§ Variable amount of INR 2.5 Millions is payable as on 31st March, 2025.

The appointment of the Executive Directors of the company is governed by the resolutions passed by the Nomination and Remuneration Committee, the Board of Directors, and the Shareholders of the Company. The Company does not pay any severance fees to the Directors. The notice period are governed by the applicable policies at the relevant point in time.

VI. GENERAL BODY MEETINGS

a. Details regarding the Annual General Meetings (“AGMs”) held during the last three financial years and special resolutions passed at those meetings are as follows:

Financial Year	Date and Time	Location	Special Resolutions passed
2023-24	August 3, 2024 at 2:05 P.M. (IST)	Golf View Tower, Tower – B, Sector 42, Gurugram, Haryana – 122002	<ol style="list-style-type: none"> To approve raising of capital through an Initial Public Offering of Equity Shares of the company through a fresh Issue and an offer for sale of equity shares of the company (“IPO”); To consider and approve increase in investment limits for Non-resident Indian or overseas citizen of India in the share Capital of the company; To approve the revised remuneration of Mr. Neetish Sarda (DIN: 07262894), Managing Director of the Company; To approve the revised remuneration of Mr. Harsh Binani (DIN: 07717396), Whole Time Director of the Company; To consider and approve amended ESOP Scheme of the Company; To consider and approve borrowing limit u/s 180(1) (c) of Companies Act, 2013; To approve charge /disposal limit u/s 180(1)(a) of Companies Act, 2013; To consider and recommend enhancing the limit for loans and investments by the Company under Section 186 of the Companies act, 2013 upto ₹ 250 Crores; To consider and approve the alteration of the Articles of the Association of the Company
2022-23	September 29, 2023 at 03:30 P.M. IST	Unit No. 305-310, Plot No 9, 10 & 11 Vardhman Trade Centre Nehru Place, Delhi 110019	Nil
2021-22	December 22, 2022 at 12:00 P.M. IST	Unit No. 305-310, Plot No 9, 10 & 11 Vardhman Trade Centre Nehru Place, Delhi 110019	Nil

b. Details of resolution passed through Postal Ballot during Financial Year 2024-25 and details of e-voting and person who conducted the postal ballot exercise:

No Resolution was passed through Postal Ballot during Financial Year 2024-25.

c. Whether any special resolution is proposed to be conducted through postal ballot;

No special resolution is proposed to be conducted through Postal Ballot as on the date of this report.

VII. MEANS OF COMMUNICATION:

The timely dissemination of accurate, relevant, consistent, and comparable information on corporate performance constitutes a fundamental principle of sound corporate governance. Transparent and structured communication facilitates the effective exchange of information, perspectives, and strategic plans between the organization and its stakeholders, thereby fostering trust and accountability.

A. Quarterly results:

The shares of your Company were listed on July 17, 2025, on Stock Exchanges consequent upon which all steps are being taken for communications with the shareholders / investors. The Unaudited Standalone and Consolidated Financial Results for the quarter ended June 30, 2025 were disseminated through the website of Stock Exchanges and were also uploaded on the website of your Company at <https://www.smartworksoffice.com/investors/>

B. Publication in Newspapers

The Unaudited Standalone and Consolidated Financial Results for the quarter ended June 30, 2025 were published in leading newspapers namely Financial Express (All Editions) - English and Jansatta (Delhi Edition) - Hindi.

C. Website:

The Company's Website provide a comprehensive reference on its leadership, management, vision, policies, corporate governance, sustainability and investor relations. The Member can access the details of the Board, the Committees, Policies, financial information, statutory filings and shareholding information on the Company's website at <https://www.smartworksoffice.com/investors/>.

The Company maintains a functional website with a separate section on 'Investor' and disseminates all comprehensive information required to be uploaded including information under Regulation 46 of the SEBI LODR Regulations on the website of the Company.

D. News Releases, Presentations:

Official news and media releases are sent to the Stock Exchanges at which the shares of the Company are listed and are also uploaded on the Investor section of the Company's website at <https://www.smartworksoffice.com/investors/>.

E. Presentations to Institutional Investors/ Analysts:

Presentations on the performance of the Company are placed on the Investor Section of the website of the Company at <https://www.smartworksoffice.com/investors/> for the benefit of institutional investors, analysts and other Members immediately after communicating to the Stock Exchanges.

VIII. GENERAL SHAREHOLDER INFORMATION:

a. Annual General Meeting:

Day, Date and Time	Monday, 29th September, 2025 at 3.30 p.m. (IST)
Deemed Venue	Unit No. 305-310, Plot No. 9,10 & 11, Vardhman Trade Centre, Nehru Place, South Delhi – 110 019.
Record Date	22nd September 2025

b. Financial Year:

The financial year of the Company starts from the 01st day of April and ends on the 31st day of March of next year. Accordingly, this report covers the period from April 1, 2024, to March 31, 2025.

c. Dividend Payment date:

The Board of Directors of your Company have not declared any dividend for the financial year 2024-25.

d. Name and Address of each Stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fees to each of such stock exchanges:

S. Name and Address of the Stock Exchange No.

1	National Stock Exchange of India Limited (“NSE”) Exchange Plaza, C-1 Block G, Bandra Kurla Complex Bandra [E], Mumbai – 400051
2	BSE Limited (“BSE”) Corporate Relationship Department Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001

The Equity Shares of your Company are listed on the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) w.e.f. July 17, 2025.

The annual listing fees for the FY 2025-26 have been paid to the respective Stock Exchanges.

e. Corporate Identity Number (CIN) of the Company:

L74900DL2015PLC310656

f. The International Securities Identification Number allotted to the Company's shares for NSDL and CDSL:

INE0NAZ01010

g. In case the securities are suspended from trading, the directors report shall explain the reason thereof:

Not Applicable, as the Equity shares of the Company were listed on NSE and BSE w.e.f. July 17, 2025.

h. Registrar to an Issue and Share Transfer Agent (RTA):

CB Management Services Private Limited is the Registrar & Share Transfer Agent of the Company. Investors should address their correspondence to the Registrar & Share Transfer Agent of the Company at the address mentioned herein below:

CB Management Services Private Limited

Rasoi Court, 5th Floor
20 Sir R N Mukherjee Road
Kolkata - 700001
Telephone: +91 3369066200
Website: www.cbmsl.com
E-mail: rta@cbmsl.com

i. Share Transfer System:

The Shares of your Company are traded on the Stock Exchanges compulsorily in dematerialized mode. The entire paid-up share capital of your Company is held in dematerialized form as of March 31, 2025, and as on the date of this report. The dematerialized shares are transferred directly to the beneficiaries by the depositories. Transfer of shares in physical form is not permitted as per applicable SEBI circulars.

j. Distribution of Shareholding:

Distribution of Shareholding (No. of Shares held)	Number of Shares	Shareholding %	Number of the Shareholders	Percentage to the Total Number of Shareholders
1 – 10000	113364	0.11	18	20.68
10001-20000	295883	0.29	18	20.68
20001-30000	155021	0.15	6	6.89
30001-40000	335074	0.32	9	10.34
40001-50000	41000	0.04	1	1.14
50001-100000	901905	0.87	12	13.79
100001 and above	101347345	98.21	23	26.43
Total	103189592	100.00	87	100.00

Distribution of Shareholding by Ownership as on 31st March, 2025:

Category (as being reported to Stock Exchanges)	No. of Equity Shares	% of Shareholding
Promoter and Promoter Group	67272413	65.19
Directors and their relatives	Nil	Nil
Corporate Bodies- Companies	6679225	6.47
Limited Liability Partnership-LLP	111524	0.11
Alternate Investment Fund	2178256	2.11
Foreign Trusts	500000	0.48
Resident Individuals & HUF	5212474	5.05
Foreign Shareholder- Companies	20522968	19.89
Non-Resident Indians	712732	0.69
Employees	0	0
Total	103189592	100.00

k. Dematerialisation of shares and Liquidity:

The Equity shares of the Company got listed w.e.f. July 17, 2025, and the trading in Equity shares of the Company is permitted only in dematerialized form. As on the date of this report the Equity shares are frequently traded on BSE and NSE and the entire (i.e.100%) Paid up Share Capital Equity shares are in dematerialized form.

l. Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity:

The Company does not have any outstanding ADRs/ GDRs/Warrants. Details to the extent of outstanding employee stock options convertible into equity shares have been disclosed in the disclosure for ESOPs.

m. Commodity price risk or foreign exchange risk and hedging activities:

The Company does not have any commodity risk. Appropriate disclosure on commodity price risk or foreign exchange risk and hedging activities is given in Note No. 38.2 of Standalone Financial statement. Since the Company has not entered into any derivative contract to hedge exposure to fluctuations in commodity prices, no disclosure is required pursuant to SEBI Circular dated 15th November, 2018.

n. Plant locations:

Being a service company, the Company has no plant locations.

o. Address for correspondence:

All correspondence may please be addressed to the Registrar & Share Transfer Agent, CB Management Services Private Limited at the address given below:

Rasoi Court, 5th Floor
20 Sir R N Mukherjee Road
Kolkata - 700001
Telephone: +91 3369066200
Website: www.cbmsl.com
E-mail: rta@cbmsl.com

In case any shareholder is not satisfied with the response or does not get a response within reasonable period from the Registrar & Share Transfer Agent, they may approach the Company Secretary & Compliance Officer at address given below

Mrs. Punam Dargar
Unit No. 305-310, Plot No 9,
10 & 11 Vardhman Trade Centre
Nehru Place, South Delhi-110019
Tel: +91 83840 62876
E-mail: companysecretary@sworks.co.in

p. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:

The Credit rating on the Bank Facilities is available on the Company's website <https://www.smartworksoffice.com/investors/>

IX. OTHER DISCLOSURES:

a. Materially significant related party transactions that may have potential conflict with the interests of listed entity at large:

All Related-Party contracts or arrangements or transactions entered during the year were on arm's

length basis and in the ordinary course of business and not material in nature as well as in compliance with the applicable provisions of the Act/ Regulations. None of the contracts or arrangement or transactions with any of the Related Parties were in conflict with the interest of your Company.

Details of related party transactions entered into by your Company, in terms of Ind AS-24 have been disclosed in the Note No. 37 and 35 of the respective Standalone and Consolidated Financial Statements of the Company forming part of this Annual Report. The policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions is uploaded on the Company's website <https://www.smartworksoffice.com/> and available on web-link <https://www.smartworksoffice.com/investors/>.

b. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years:

There is no non-compliance on any matter related to capital markets, during the last three years.

c. Details of establishment of Whistle Blower Policy and Vigil Mechanism:

Your Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees in confirmation with Section 177 of the Act and Regulation 22 of SEBI LODR Regulations, to facilitate reporting of the genuine concerns about unethical or improper activity, without fear of retaliation. The vigil mechanism of your Company provides for adequate safeguards against victimization of whistle blowers who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

The said policy is uploaded on the website of your Company at <https://www.smartworksoffice.com/investors/>

Further, no personnel have been denied to access to the Audit Committee during the year.

d. Compliance with mandatory and non-mandatory requirements of SEBI LODR Regulations:

The Company has complied with all mandatory and non-mandatory requirements of the SEBI LODR Regulations relating to Corporate Governance 17 to 27 and has also complied with Clauses (b) to (i) of Regulation 46 (2) relating to dissemination of information on the website of the Company. The status of compliance with the non-mandatory

requirements listed in Part E of Schedule II of the Listing Regulations is as under:

- The Company has appointed one (1) women independent director on its Board of Directors.
- The Internal Auditor reports to the Audit Committee.
- The auditor's report on financial statements of the Company is unmodified.
- The Company has separate posts of Chairperson, Managing Director or Chief Executive Officer.
- The Company has constituted Risk Management Committee.

e. Web link where policy for determining 'material' subsidiaries is disclosed:

The Company has disclosed the policy for determining 'material' subsidiaries at <https://www.smartworksoffice.com/investors/>

f. Details of utilization of funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A) of the Listing Regulations:

During the financial year 2024-25, there were no funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the SEBI Listing Regulations.

g. Certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such Statutory Authority:

The Company has obtained a certificate from Babu Lal Patni, Practicing Company Secretary, confirming that none of the Directors on the Board has been debarred or disqualified from being appointed or continuing as a Director of the Company by the SEBI / MCA or any such statutory authority. A copy of the said certificate is annexed to this Report as Annexure "B".

h. Disclosure about instances where the Board of Directors had not accepted any recommendation of any Committee of the Board which is mandatorily required, during the Financial Year 2024-25:

During the financial year 2024-25, there were no instances recorded where the Board has not accepted any recommendation of any Committee of the Board which is mandatorily required. The Company has followed the process as prescribed under the Act and the SEBI LODR Regulations where

recommendation is required by any Committee of the Board for the approval of the Board.

i. Total Fees for all services paid by the Company and its Subsidiaries, on a Consolidated basis, to the Statutory Auditors and all Entities in the Network Firm / Network Entity of which the Statutory Auditors are a part:

Sl. No.	Name of Entity	Fees paid during the F.Y. 2024-25 (₹ In Millions)
1.	Smartworks Coworking Spaces Limited	26.73
2.	Smartworks Office Services Private Limited	0.08
3.	Smartworks Stellar Services Private Limited	0.08
4.	Smartworks Tech Solutions Private Limited	0.35
5.	Smartworks Space Pte. Ltd.	1.16
Total		28.40

j. Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Board's Report.

During the Financial Year 2024-25, no complaint was received under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. You may refer to relevant section of the Board's Report for the same.

k. Disclosure by the Company and its Subsidiaries of Loans and Advances in the nature of Loans to Firms / Companies in which Directors are Interested:

During the Financial Year 2024-25, no loans and advances in the nature of loans to firms/companies in which directors are interested was given by the Company and its subsidiaries.

l. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

The Company has adopted a Policy on Material Subsidiary in line with the requirements of the SEBI LODR Regulations. The objective of this Policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. This policy is available on the Company's website at: <https://www.smartworksoffice.com/investors/>.

Further, as on March 31, 2025, the Company has one (1) Foreign Material Subsidiary.

The details are listed hereunder:

Name: Smartworks Space Pte. Ltd
Date of Incorporation: 15th March, 2024
Place of Incorporation: Singapore
Name of the Auditors: Deloitte & Touche LLP
Date of appointment of Auditors: 3rd August, 2025

m. Disclosure of commodity price risks and commodity hedging:

There are no commodity price risk and hence no disclosure is required.

X. COMPLIANCE OF CORPORATE GOVERNANCE:

Post listing of the equity shares of the Company on July 17, 2025, the Company has complied with all the requirements of corporate governance as specified in the SEBI LODR Regulations.

Sr. No.	Particulars	Regulation	Compliance Status as on March 31, 2025 Yes/No/N.A.
1	Board of Directors	17	Yes
2	Maximum Number of Directorships	17A	Yes
3	Audit Committee	18	Yes
4	Nomination and Remuneration Committee	19	Yes
5	Stakeholder Relationship Committee	20	Yes
6	Risk Management Committee	21	Yes
7	Vigil Mechanism	22	Yes
8	Related Party Transactions	23	Yes
9	Subsidiaries of the Company	24	Yes
10	Secretarial Audit report	24A	Yes
11	Obligations with respect to Independent Directors	25	Yes
12	Obligations with respect to employees including Senior Management, Key Managerial Personnel, Directors and Promoters	26	Yes
13	Other Corporate Governance requirements	27	Yes
14	Website	46(2)(b) to (i)	Yes

XIII. CEO/CFO CERTIFICATION:

A certificate on financial statements for the year pursuant to Regulation 17(8) read with Schedule II Part B of the SEBI LODR Regulations has been obtained from the Chairman and Managing Director and the Chief Financial Officer of the Company. A copy of the same is annexed as Annexure "C" to this Report.

XIV. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

During the year, the requirement for Demat Suspense Account/Unclaimed Suspense Account is not applicable to the Company.

XI. COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF PART C TO SCHEDULE V TO THE LISTING REGULATIONS:

The Company has complied with all the mandatory requirements of Corporate Governance as specified in sub-paras (2) to (10) of Part C of Schedule V of the SEBI LODR Regulations and disclosures on compliance with corporate governance requirements specified in Regulations 17 to 27 have been included in the relevant sections of this report.

XII. DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 OF THE SEBI LODR REGULATIONS.

XV. DISCLOSURES OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES:

In terms of clause 5A of paragraph A of Part A of Schedule III of SEBI LODR Regulations, there are no such agreements which are required to be disclosed.

XVI. GREEN INITIATIVE

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report, quarterly and half yearly results, amongst others, to Members at their e-mail address previously registered with the Depository Participants and Registrar and Share Transfer Agents. Members who have not registered their e-mail addresses so far are requested to do the same.

For and on behalf of the Board of Directors of
Smartworks Coworking Spaces Limited

Neetish Sarda

Managing Director

DIN: 07262894

Date: 1st September 2025

Place: Delhi

Harsh Binani

Whole Time Director

DIN: 07717396

Date: 1st September 2025

Place: Gurugram

Annexure - A**DECLARATION ON COMPLIANCE OF CODE OF CONDUCT**

I, Neetish Sarda (DIN: 07262894), Managing Director of Smartworks Coworking Spaces Limited (Formerly known as Smartworks Coworking Spaces Private Limited), hereby confirm that the members of the Board of Directors and Senior Management personnel have affirmed compliance with the Smartworks Coworking Spaces Limited - Code of Conduct for Directors and Senior Management for the financial year ended 31st March, 2025.

For **Smartworks Coworking Spaces Limited**

Neetish Sarda

Managing Director

(DIN: 07262894)

Date: 17th July 2025

Place: Mumbai

Annexure – B

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulation, 2015)

To,
The Members of
Smartworks Coworking Spaces Ltd.
Unit No. 305-310, Plot No. 9,10 & 11,
Vardhman Trade Centre, Nehru Place,
New Delhi-110019

I have examined the relevant registers, records, forms, returns, declarations and disclosures received from the Directors of **Smartworks Coworking Spaces Limited** having CIN L74900DL2015PLC310656 and having registered office **Unit No. 305-310, Plot No. 9,10 & 11, Vardhman Trade Centre, Nehru Place, New Delhi-110019** (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, New Delhi or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Neetish Sarda	07262894	17/12/2015
2.	Harsh Binani	07717396	01/10/2019
3.	Virusangulam Kumarasamy Subburaj	02402775	16/07/2024
4.	Kiam Kheong Ho	08661195	16/07/2024
5.	Rajeev Rishi	03557148	16/07/2024
6.	Pushpa Mishra	07898390	03/08/2024
7.	Atul Gautam	10641036	21/06/2024

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the effectiveness with which the management has conducted the affairs of the Company.

Name of the Company: BABU LAL PATNI
Secretary in Practice
FCS: 2304
C.P. No.: 1321
UDIN: F002304G000997342
P.R. No.: 1455/2021

Date : 13th August 2025
Place : Kolkata

Annexure - C

CEO AND CFO CERTIFICATION

To,
The Board of Directors
Smartworks Coworking Spaces Limited
Unit No. 305-310, Plot No 9, 10 & 11 Vardhman
Trade Centre Nehru Place, South Delhi, Delhi-110019

Subject: Compliance Certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby certify that:

- We have reviewed financial statements (Standalone & Consolidated) and the Cash Flow Statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:
 - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the Listed entity during the year ended March 31, 2025 which are fraudulent, illegal or violative of the listed entity's code of conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Listed entity pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, that there were no deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- We have indicated to the auditors and the Audit Committee:
 - that there were no significant changes in internal control over financial reporting during the year ended March 31, 2025;
 - that there were no significant changes in accounting policies during the year ended March 31, 2025; and
 - that there were no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Listed entity's internal control system over financial reporting.

Thanking You,
For **Smartworks Coworking Spaces Limited**

Neetish Sarda
Managing Director
(DIN: 07262894)
Place : 17th July 2025
Date: Mumbai

Sahil Jain
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To The Members of Smartworks Coworking Spaces Limited (formerly known as Smartworks Coworking Spaces Private Limited)

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying Standalone Financial Statements of **Smartworks Coworking Spaces Limited** (the "Company"), which comprise the Standalone Balance Sheet as at March 31, 2025, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income/Loss), the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone 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 Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including annexures to the Board's Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Board's Report including annexures to the Board's Report is expected to be made available to us after the date of this auditor's report.
- Our opinion on the Standalone Financial Statements does not cover the other information and will not express any form of assurance conclusion thereon.
- In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Board report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

RESPONSIBILITIES OF MANAGEMENT AND BOARD OF DIRECTORS FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive loss, cash flows and changes in equity of the Company in accordance with Ind AS and the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that

were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management and 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.

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

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone 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 financial controls 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 Standalone Financial Statements in place and the operating effectiveness of such financial controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

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 financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Section 143(3) of the Act, based on our audit, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter complying with the requirement of audit trail for specific period during the year, as stated in (i)(vi) below.
 - c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Cash Flows and the Standalone Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) The modifications relating to the maintenance of accounts related to audit trail for a specific period, as stated in paragraph (b) above.
 - g) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to Standalone Financial Statements
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements (Refer Note 34 to the Standalone Financial Statements).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the note 47(iii) to the Standalone Financial Statements no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note 47(iv) to the Standalone Financial Statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf

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

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
- vi. Based on our examination, which included test checks, the Company has used accounting software and other related software for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility. Audit trail facility (edit log) over accounting software and related software has operated for the part of the year for all relevant transactions recorded in the software systems.

Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with, in respect of accounting software and various related software for the year/period, as applicable, for which audit trail was enabled and operated

Additionally audit trail has been preserved by the Company as per the statutory requirements for record retention (refer note 44 to the Standalone Financial Statements).

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Nilesh H. Lahoti
Partner

Place: Gurugram (Membership No. 0130054)
Date: June 13, 2025 (UDIN: 25130054BMKMG05527)

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (THE “ACT”)

We have audited the internal financial controls with reference to Standalone Financial Statements of Smartworks Coworking Spaces Limited (formerly known as Smartworks Coworking Spaces Private Limited) (the “Company”) as at March 31, 2025 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

MANAGEMENT’S AND BOARD OF DIRECTORS’ RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to the Standalone Financial Statements based on the internal control with reference to the Standalone 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 issued by the Institute of Chartered Accountants of India (“ICAI”) (the “Guidance Note”). 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 its 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 Companies Act, 2013.

AUDITOR’S RESPONSIBILITY

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Standalone Financial Statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to the Standalone Financial Statements. 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 the Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

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

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS

A Company’s internal financial control with reference to the Standalone 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 control with reference to the Standalone Financial Statements includes 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.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS

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

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company

has, in all material respects, maintained an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to the Standalone Financial Statements established by the Company considering the essential components of internal control stated in the Guidance Note.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm’s Registration No. 117366W / W-100018)

Nilesh H. Lahoti
Partner

Place: Gurugram (Membership No. 0130054)
Date: June 13, 2025 (UDIN: 25130054BMKMG05527)

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

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 state that:

(i) In respect of Company's Property, Plant and Equipment, Right of Use Assets and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, capital work-in-progress and relevant details of right of use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company, except for certain assets which due to their nature or location are not verifiable, has a program of verification of property, plant and equipment and right-of-use assets so to cover all the items once every 3 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment and right of use assets were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) The Company does not have any immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the Company).

(d) The Company has not revalued any of its property, plant and equipment, right of use assets and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at

March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

(ii) (a) The Company does not have any inventory and hence reporting under clause (ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the statements (comprising statements on ageing analysis of the debtors) filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters.

(iii) The Company has not provided any guarantee or security and granted any advance in nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties (other than loan to employees) during the year. The Company has made investment and granted loans, unsecured, to companies during the year, in respect of which:

(a) The Company has provided loans (excluding loans to employees) and made investment, during the year and details of which are given below:

Particulars	₹ in millions	
	Loans	Investment
A. Aggregate amount granted / provided during the year to subsidiaries	78.55	187.24
B. Balance outstanding as at balance sheet date	235.06	187.54

(b) The terms and conditions of the grant of all the above-mentioned loans and investment made, during the year are, in our opinion, not prejudicial to the Company's interest.

(c) The Company has granted loans which are payable on demand. During the year the Company has not demanded such loans. Having regard to the fact that the repayment of principal or payment of interest, wherever applicable, has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular.

(d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans provided by the Company, there is no overdue amount remaining outstanding as at the balance sheet date as the Company has not demanded such loans.

(e) None of the loans granted by the Company have fallen due during the year as the Company has not demanded such loans.

(f) Above mentioned loans in clause (iii)(a) granted by the Company are repayable on demand.

(iv) According to information and explanation given to us, the Company has not granted any loans, made investments or provided guarantees or securities that are covered under the provisions of sections

(b) Details of statutory dues referred to in sub-clause (a) above as on March 31, 2025 on account of disputes are given below.

Name of Statue	Nature of Dispute	Period to which the amount relates	Forum where dispute is pending	Total Demand (₹ in millions)
Central Goods and Services Tax Act 2017	Excess Claim of ITC	2017-18	Additional Commissioner- (Appeal- GST)	13.74
		2017-18	Deputy Commissioner (Appeal- GST)	12.08
		2017-18	Deputy Commissioner (Appeal- GST)	1.26
		2020-21	Deputy Commissioner (Appeal- GST)	2.30
		2018-19	Deputy Commissioner (Appeal- GST)	2.72
	Short Payment of Tax & Excess Claim of ITC	2019-20	Deputy Commissioner (Appeal- GST)	24.94
		2018-19	Commissioner Appeal	1.99
Income Tax Act, 1961	Certain deduction disallowed	2018-19	Commissioner Appeal	1.99

185 or 186 of the Companies Act, 2013, and hence reporting under clause (iv) of the Order is not applicable.

(v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

(vi) The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013.

(vii) In respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees State Insurance, Income-tax, cess and other material statutory dues applicable to the Company. Considering the nature of the operation of the Company, Sales Tax, duty of Custom, duty of Excise, Value Added Tax, are not applicable to the Company.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees State Insurance, Income-tax, Duty of custom, cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

Of the above cases, includes total amount deposited in respect of Goods and Services Tax Act, 2017 is ₹ 9.2 million.

(viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

(ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis, have not been used during the year for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiary.

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

(b) The Company has made preferential allotment of shares during the year. For such allotment of shares, the Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013, and the funds raised have been, applied by the Company during the year for the purposes for which the funds were raised. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.

(xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year and upto the date of this report and provided to us, when performing our audit (refer note 46 of the Standalone Financial Statements).

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

(xiv) (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered, the internal audit reports issued to the Company during the year covering specific processes and periods scoped in for internal audit as per internal audit plan in the financial year ended on March 31, 2025.

(xv) In our opinion, during the year ended March 31, 2025, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

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

(b) The Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable.

(xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors of the Company during the year.

(xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that 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 (refer note 38.2.1.5 of the Standalone Financial Statements).

(xx) The company has incurred average net loss in the period of three immediately preceding financial years and hence, it is not required to spend any money under sub-section (5) of section 135 of the Act. Accordingly, reporting under clause (xx) of the Order is not applicable to the Company for the year.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Nilesh H. Lahoti
Partner

Place: Gurugram (Membership No. 0130054)
Date: June 13, 2025 (UDIN: 25130054BMKMG05527)

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2025

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

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	4	11,248.14	9,636.14
(b) Right-of-use assets	5	26,118.76	24,402.60
(c) Capital work-in-progress	6	1,354.80	633.09
(d) Intangible assets	7	23.92	1.74
(e) Intangible assets under development	8	-	31.55
(f) Investments in subsidiaries	9	187.54	0.30
(g) Financial assets			
(i) Investments	10	109.63	112.78
(ii) Loans	11	235.06	187.08
(iii) Other financial assets	12	2,265.92	1,560.99
(h) Deferred tax assets (net)	13	1,318.09	1,159.88
(i) Income tax assets (net)	14	124.50	405.73
(j) Other non-current assets	15	901.31	731.57
		43,887.67	38,863.45
2 Current assets			
(a) Financial assets			
(i) Trade receivables	16	245.34	138.57
(ii) Cash and cash equivalents	17	392.36	385.93
(iii) Other bank balances	18	191.94	135.56
(iv) Other financial assets	12	397.06	662.36
(b) Other current assets	15	1,166.89	1,309.53
		2,393.59	2,631.95
TOTAL (1+2)		46,281.26	41,495.40
EQUITY AND LIABILITIES			
3 Equity			
(a) Equity share capital	19	1,031.90	790.13
(b) Other equity	20	101.67	(246.25)
Total equity		1,133.57	543.88
Liabilities			
4 Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities		28,023.97	26,295.10
(ii) Borrowings	21	2,160.26	2,397.48
(iii) Other financial liabilities	24	2,534.83	2,308.80
(b) Provisions	22	68.22	51.43
(c) Other non-current liabilities	25	432.54	366.76
		33,219.82	31,419.57
5 Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities		5,203.90	3,787.28
(ii) Borrowings	21	1,817.44	1,876.02
(iii) Trade payables			
- total outstanding dues of micro enterprises and small enterprises	23	115.78	20.59
- total outstanding dues of creditors other than micro enterprises and small enterprises	23	1,037.84	1,174.52
(iv) Other financial liabilities	24	3,302.84	2,247.12
(b) Provisions	22	15.05	9.41
(c) Other current liabilities	25	435.02	417.01
		11,927.87	9,531.95
TOTAL (3+4+5)		46,281.26	41,495.40

See accompanying notes forming part of the Standalone Financial Statements (1-47)

As per our report of even date

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration Number: 117366 W/W-100018)

Sd/-
Nilesh H. Lahoti
Partner
Membership No: 130054
Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors of
Smartworks Coworking Spaces Limited
(Formerly known as Smartworks Coworking Spaces Private Limited)

Sd/-
Neetish Sarda
Managing Director
DIN: 07262894
Place: Gurugram
Date: June 13, 2025

Sd/-
Harsh Binani
Wholetime Director
DIN: 07717396
Place: Gurugram
Date: June 13, 2025

Sd/-
Sahil Jain
Chief Financial Officer
Place: Gurugram
Date: June 13, 2025

Sd/-
Punam Dargar
Company Secretary (M. No.- A56987)
Place: Kolkata
Date: June 13, 2025

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2025

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

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
REVENUE			
1 Revenue from operations	26	13,398.72	10,378.72
2 Other income	27	373.80	752.60
3 Total income (1+2)		13,772.52	11,131.32
EXPENSES			
(a) Operating expenses	28	4,109.52	3,029.20
(b) Employee benefits expense	29	608.04	478.85
(c) Finance costs	30	3,339.82	3,283.18
(d) Depreciation and amortisation expenses	31	6,152.89	4,709.97
(e) Other expenses	32	337.78	265.53
4 Total expenses		14,548.05	11,766.73
5 Loss before tax (3-4)		(775.53)	(635.41)
Tax expense/ (credit)			
(a) Current tax	13	-	-
(b) Deferred tax	13	(158.16)	(165.17)
6 Total tax credit		(158.16)	(165.17)
7 Loss for the year (5-6)		(617.37)	(470.24)
8 Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss			
- Re-measurement of the defined benefit plan		(0.19)	1.88
- Tax related to above item	13	0.05	(0.49)
Total other comprehensive income/(loss) for the year (net of tax)		(0.14)	1.39
9 Total comprehensive loss for the year (7+8)		(617.51)	(468.85)
Loss per share (face value of ₹ 10 each)			
Basic	33	(6.04)	(4.88)
Diluted	33	(6.04)	(4.88)

See accompanying notes forming part of the Standalone Financial Statements (1-47)

As per our report of even date

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration Number: 117366 W/W-100018)

Sd/-
Nilesh H. Lahoti
Partner
Membership No: 130054
Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors of
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(Formerly known as Smartworks Coworking Spaces Private Limited)

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Neetish Sarda
Managing Director
DIN: 07262894
Place: Gurugram
Date: June 13, 2025

Sd/-
Harsh Binani
Wholetime Director
DIN: 07717396
Place: Gurugram
Date: June 13, 2025

Sd/-
Sahil Jain
Chief Financial Officer
Place: Gurugram
Date: June 13, 2025

Sd/-
Punam Dargar
Company Secretary (M. No.- A56987)
Place: Kolkata
Date: June 13, 2025

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2025

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

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flows from operating activities:		
Loss before tax	(775.53)	(635.41)
Adjustments for:		
- Depreciation and amortization expenses	6,152.89	4,709.97
- Finance costs	3,339.82	3,283.18
- Revenue equalization reserve	(71.08)	(100.36)
- Interest income	(328.27)	(376.92)
- Liability/provision no longer required written back	-	(14.32)
- Gain on lease termination/reassessment	-	(310.86)
- Gain on fair valuation of investment in mutual fund	(7.21)	(4.28)
- Gain on sale of mutual fund units	(7.15)	-
- Capital work-in-progress/property, plant and equipment written off	25.94	52.22
- (Profit)/loss on sale of property, plant & equipment	(1.02)	0.49
- Share based payment expense	39.32	-
- Others	36.01	19.52
Operating cash flows before working capital changes	8,403.72	6,623.23
Changes in working capital		
- Trade receivables	(105.67)	(2.81)
- Trade payables	(41.49)	221.29
- Provisions	(3.04)	(5.34)
- Other financial and non-financial liabilities	961.47	1,127.65
- Other financial and non-financial assets	(493.62)	(278.40)
Cash generated from operating activities before tax	8,721.37	7,685.62
Income tax refund /(paid) (net)	306.22	(189.16)
Net cash generated from operating activities (A)	9,027.59	7,496.46
Cash flow from investing activities		
- Purchase of property plant and equipments, intangible assets and capital work-in-progress (net of capital advance)	(2,683.40)	(2,624.61)
- Sale of property plant and equipments (including sale and lease-back)	1.43	31.84
- Investment in mutual fund units	(1,615.01)	(108.50)
- Proceeds from sale of mutual fund units	1,648.93	-
- Investment in equity shares of other companies	(16.40)	-
- Investment in subsidiary	(187.24)	-
- Proceeds from bank deposits not considered as cash and cash equivalents (net)	98.39	740.26
- Loan given to subsidiaries	(78.54)	(128.06)
- Repayment of loan by subsidiaries	30.56	8.89
- Interest received (including interest from subsidiaries)	54.05	95.54
Net cash used in investing activities (B)	(2,747.23)	(1,984.64)

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2025

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

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from financing activities		
- Proceeds from long term borrowings	1,158.69	1,575.20
- Repayment of long term borrowings	(1,465.12)	(1,868.45)
- Proceeds / (repayment) from short term borrowings (net)	45.09	(71.25)
- Proceeds from issue of equity shares and share warrants	1,165.50	355.62
- Proceeds from issue of cumulative convertible preference shares	2.88	328.12
- Interest paid on borrowings	(416.98)	(537.48)
- Interest paid on lease liabilities	(2,770.58)	(2,498.10)
- Expenses incurred for issue of equity shares	(0.49)	-
- Other borrowing cost paid	(16.32)	(17.23)
- Payment of principal portion of lease liabilities (including initial direct cost for acquiring right-of-use assets)	(3,938.39)	(3,038.23)
Net cash used in financing activities (C)	(6,235.72)	(5,771.80)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	44.64	(259.98)
Cash and cash equivalents at the beginning of the year	(38.42)	221.56
Cash and cash equivalents at the end of the year (refer note 17.2)	6.22	(38.42)

The above Standalone Statement of Cash Flows has been prepared under the 'indirect method' as set out in Ind AS 7 'Statement of Cash Flows'.

See accompanying notes forming part of the Standalone Financial Statements (1-47)

As per our report of even date

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration Number: 117366 W/W-100018)

Sd/-
Nilesh H. Lahoti
Partner
Membership No: 130054
Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors of
Smartworks Coworking Spaces Limited
(Formerly known as Smartworks Coworking Spaces Private Limited)

Sd/-
Neetish Sarda
Managing Director
DIN: 07262894
Place: Gurugram
Date: June 13, 2025

Sd/-
Harsh Binani
Wholtime Director
DIN: 07717396
Place: Gurugram
Date: June 13, 2025

Sd/-
Sahil Jain
Chief Financial Officer
Place: Gurugram
Date: June 13, 2025

Sd/-
Punam Dargar
Company Secretary (M. No.- A56987)
Place: Kolkata
Date: June 13, 2025

STANDALONE STATEMENT OF CHANGES IN THE EQUITY

FOR THE YEAR ENDED MARCH 31, 2025

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

A. EQUITY SHARE CAPITAL

Particulars	Amount
As at April 01, 2023	776.91
Movement during the year :	
Shares issued under private placement	13.22
As at March 31, 2024	790.13
Movement during the year :	
Shares issued under private placement	37.17
Conversion of CCPS into equity shares	196.10
Conversion of warrants into equity shares	8.50
As at March 31, 2025	1,031.90

B. OTHER EQUITY

Particulars	Instruments classified as equity (refer note 20.2)	Reserves and surplus			Share application money pending allotment	Money received against share warrants	Total
		Securities premium	Share based payment reserve	Retained earnings			
As at April 01, 2023	183.80	2,209.18	-	(2,843.03)	-	2.13	(447.92)
Issue of equity shares (refer note 19.6)	-	342.40	-	-	0*	-	342.40
Issue of cumulative convertible preference shares (refer note 19.7)	12.20	315.92	-	-	-	-	328.12
Loss for the year	-	-	-	(470.24)	-	-	(470.24)
Re-measurement of defined benefit plan (net of tax)	-	-	-	1.39	-	-	1.39
As at March 31, 2024	196.00	2,867.50	-	(3,311.88)	0*	2.13	(246.25)
Issue of equity shares (refer note 19.6)	-	962.58	-	-	-	-	962.58
Issue of cumulative convertible preference shares (refer note 19.7)	0.10	2.77	-	-	(0)*	-	2.87
Conversion of CCPS into equity shares	(196.10)	-	-	-	-	-	(196.10)
Conversion of warrants into equity shares (refer note 20.3)	-	159.38	-	-	-	(2.13)	157.25
Share based payment expense (refer note 20.4 and 43)	-	-	39.32	-	-	-	39.32
Expenses incurred for issue of equity shares	-	(0.49)	-	-	-	-	(0.49)
Loss for the year	-	-	-	(617.37)	-	-	(617.37)
Re-measurement of defined benefit plan (net of tax)	-	-	-	(0.14)	-	-	(0.14)
As at March 31, 2025	-	3,991.74	39.32	(3,929.39)	-	-	101.67

* amount less than five thousand are appearing as '0'.

See accompanying notes forming part of the Standalone Financial Statements (1-47)

As per our report of even date

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration Number: 117366 W/W-100018)

Sd/-
Nilesh H. Lahoti
Partner
Membership No: 130054
Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors of
Smartworks Coworking Spaces Limited
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Sd/-
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Managing Director
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Place: Gurugram
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Sd/-
Sahil Jain
Chief Financial Officer
Place: Gurugram
Date: June 13, 2025

Sd/-
Punam Dargar
Company Secretary (M. No.- A56987)
Place: Kolkata
Date: June 13, 2025

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

1. CORPORATE INFORMATION

Smartworks Coworking Spaces Limited (CIN - U74900DL2015PLC310656) is a public limited Company, domiciled in India. The Registered office of the Company is situated at Unit No. 305-310, Plot No. 9, 10 & 11, Vardhman Trade Centre, Nehru Place, New Delhi - 110019. The Company is engaged in the business of developing and licensing fully serviced office spaces including rendering of related ancillary services.

These Standalone Financial Statements were authorised for issue in accordance with a resolution of the Board of Directors on June 13, 2025.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1. Basis of preparation and presentation

These Standalone Financial Statements ("Financial Statements") have been prepared to comply in all material respects with the Indian Accounting Standards ('Ind AS') as notified by the Ministry of Corporate Affairs ('MCA') under section 133 of the Companies Act, 2013 ('Act'), read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other accounting principles generally accepted in India.

The Standalone Financial Statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and Division II of Schedule III (as amended) to the Act to the extent applicable. Further, for the purpose of clarity, various items are aggregated in the Standalone Balance Sheet, Standalone Statement of Profit and Loss, Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity. Nonetheless, these items are disaggregated separately in the notes to the Standalone Financial Statements, where applicable or required.

All the amounts included in the Standalone Financial Statements are reported in millions of Indian Rupee ('Rupee' or '₹') and are rounded off to the nearest million, except per share data and unless stated otherwise. Further, due to rounding off, certain amounts are appearing as '0'.

The accounting policies, as set out in the following paragraphs of this note, have been consistently

applied, by the Company, to all the periods presented in the said Standalone Financial Statements, except in case of adoption of any new standards and amendments during the year.

To provide more reliable and relevant information about the effect of certain items in the Standalone Balance Sheet and Standalone Statement of Profit and Loss, the Company has changed the classification of certain items.

The Standalone Financial Statements have been prepared on the accrual and going concern basis, and the historical cost convention except where the Ind AS requires a different accounting treatment.

Current versus non-current classification

The Company presents assets and liabilities based on current/ non-current classification.

Assets:

An asset is treated as current when it is:

- Expected to be realised or intended to be sold 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.

Liabilities:

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.

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All other liabilities are classified as non-current.

Deferred tax assets and liabilities, and all other assets and liabilities which are not current (as discussed in the above paragraphs) are classified as non-current assets and liabilities.

Operating cycle:

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

Fair value measurement

Fair value is the price at the measurement date, at which an asset can be sold or a liability can be transferred, in an orderly transaction between market participants. The Company's accounting policies require, measurement of certain financial instruments at fair values (either on a recurring or non-recurring basis).

The Company is required to classify the fair valuation method of the financial assets and liabilities, either measured or disclosed at fair value in the Financial Information, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurement). Accordingly, the Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.2. Amendments to Ind AS

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified amendment to Ind AS – 116 Leases applicable to the Company w.e.f. September 9, 2024. The Company has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact on its Standalone Financial Statements.

2.3. Functional and presentation currency

The Standalone Financial Statements are presented in Indian rupees, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates.

2.4. Use of estimates and judgement

The preparation of Standalone Financial Statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. (refer note 3)

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

2.5 Revenue recognition

2.5.1. Operating revenue

Revenue from operations includes rental income for the use of co-working space, along with related ancillary services, software fees and income from rendering of designing services (design and fitout service).

Rental income

Revenue from leased out co-working spaces under an operating leases is recognized on a straight line basis over lease term, except where there is an uncertainty of ultimate collection.

The Company assesses the lease term based on the customer portfolio to determine whether it is reasonably certain that any options to extend or terminate the contract will be exercised. The Company has determined the lease term as the non-cancellable term or contract term based on the customer portfolio.

After the lease term, rental revenue is recognized as and when services are rendered on a monthly basis as per the contractual terms prescribed under agreement entered with customers. Initial direct costs, such as

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commissions, incurred by the Company in negotiating and arranging a lease are deferred and allocated to income over the lease term for revenue, which has been presented as 'Prepayments' in Standalone Balance Sheet. "

Design and fitout service

Design and fitout service where the Company is acting as a contractor, revenue is recognized in accordance with the terms of the construction agreements. Under such contracts, assets created does not have an alternative use and the Company has an enforceable right to payment.

The Company uses cost based input method for measuring progress for performance obligation satisfied over time. Under this method, the Company recognizes revenue in proportion to the actual project cost incurred as against the total estimated project cost. The management reviews and revises its measure of progress periodically and are considered as change in estimates and accordingly, the effect of such changes in estimates is recognised prospectively in the period in which such changes are determined. However, when the total project cost is estimated to exceed total revenues from the project, the loss is recognized immediately.

As the outcome of the contracts cannot be measured reliably during the early stages of the project, contract revenue is recognized only to the extent of costs incurred in the Standalone Statement of Profit and Loss.

Ancillary services

Revenue from contracts with customers for ancillary services (such as meeting room charges, one-time setup costs, parking charges, internet fees, electricity charges, facility management services etc.) is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services."

Revenues in excess of invoicing are classified as unbilled revenue while invoicing and

collection in excess of revenue are classified as deferred revenue. The Company presents service revenue net of indirect taxes in its Standalone Statement of Profit and Loss.

2.5.2. Other income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

On disposal of an investment, the difference between the carrying amount and the disposal proceeds, net of expenses, is recognized in the Standalone Statement of Profit and Loss.

2.6 Leases

2.6.1 Company as a lessee

At inception of a contract, the Company assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less

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accumulated depreciation and impairment losses. Depreciation is computed using the straight-line method from the commencement date to the end of the useful life of the underlying asset or the end of the lease term, whichever is shorter. If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the Incremental borrowing rates that commensurate with the lease term (refer note 3.1.1). Subsequently, lease liabilities are measured at amortized cost using the effective interest method and remeasured to reflect any reassessment of options or lease modifications, or to reflect changes in lease payments, with a corresponding adjustment to the ROU asset or Statement of Profit and Loss if the ROU asset has been reduced to zero.

Asset retirement obligation is determined at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular right-of-use asset on initial recognition.

2.6.2 Company as a lessor

Leases in which the Company transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the Company apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the Standalone Statement of Profit and Loss.

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment and right of use assets. Management recognised lease income on an operating lease is recognized in the Standalone Statement of Profit and Loss on a straight-line basis over the lease term on reasonable basis.

2.7 Foreign currency transactions and balances

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in Standalone Statement of Profit and Loss in the period in which they arise.

2.8 Employee benefits

The Company's employee benefit mainly includes salaries, bonuses, defined contribution absences and defined benefit plans. The employee benefits are recognised in the period in which the associated services are rendered by the Company employees. Short term employee benefits are recognised in Standalone Statement of Profit and Loss at undiscounted amounts during the period in which the related services are rendered.

2.8.1 Short-term benefits

Liabilities for salaries, including non-monetary benefits (such as compensated absences) that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Standalone Balance Sheet.

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2.8.2 Long term benefits

Compensated absences

Compensated absences benefits comprises of encashment and availment of leave balances that were earned by the employees over the period of past employment. The Company provides for the liability towards the said benefits on the basis of actuarial valuation carried out as at the reporting date, by an independent qualified actuary using the projected-unit-credit method. The related re-measurements are recognised in the Standalone Statement of Profit and Loss in the period in which they arise.

2.8.3 Post-employment obligations

Defined benefit plans

The Company has defined benefit plan namely gratuity. The said plan requires a lump-sum payment to eligible employees (meeting the required vesting service condition) at retirement or termination of employment, based on a pre-defined formula. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Company presents the first two components of defined benefit costs in Standalone Statement of Profit and Loss. Curtailment gains and losses are accounted for as past service costs. Past service cost is recognized in Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Re-measurement gains and losses arising from experience adjustments and changes in

actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Standalone Statement of Changes in Equity and in the Standalone Balance Sheet.

Defined contribution plans

The Company has defined contribution plans for post-employment benefit namely the provident fund and employee state insurance scheme. The Company's contribution thereto is charged to the Standalone Statement of Profit and Loss. The Company has no further obligations under these plans beyond its periodic contributions.

2.8.4 Share based payments

Employees of the Company receives remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using Black Scholes valuation model. The grant date fair value of options granted to employees is recognised as employee benefit expense with a corresponding increase in employee stock options reserve, over the period in which the eligibility conditions are fulfilled and the employees unconditionally become entitled to the awards. The cumulative expense recognised for equity settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

The Standalone Statement of Profit and Loss for a year represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

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2.9 Finance costs

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are charged to the Standalone Statement of Profit and Loss for the period for which they are incurred.

2.10 Taxation

Income tax expense represents the sum of the current tax and deferred tax.

2.10.1 Current tax

The current tax is based on taxable profit for the year. Taxable profit differs from 'Profit Before Tax' as reported in the Standalone Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates applicable for the respective year.

2.10.2 Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Standalone Financial Statements and their tax bases. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and incurred tax losses 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 recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year 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 liabilities and assets are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.10.3 Current and deferred tax

Current and deferred tax are recognized in the Standalone Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

2.11 Property, plant and equipment ('PPE')

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost comprises of the purchase price including freight and non-refundable taxes, and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

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Cost incurred for expected fit-out period is capitalised as part of leasehold improvement, as this cost is attributable to bring the asset in necessary condition for its intended use. (refer note 3.1.2)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced. The other repairs and maintenance are charged to Standalone Statement of Profit and Loss during the reporting period in which they are incurred.

2.11.1 Depreciation method, estimated useful lives and residual value

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Residual value is estimated to be five percent of total cost of asset, except for certain leasehold improvement and electrical equipment classes of assets where it is estimated to be nil.

Depreciation on property, plant and equipment is computed using the straight-line method over the estimated useful lives. The management basis its past experience and technical assessment has estimated the useful lives, which is at variance with the life prescribed in Part C of Schedule II to the Act and has accordingly, depreciated the assets over such useful lives. The Company has established the estimated range of useful lives for different categories of property, plant and equipment as follows :

Categories	Useful life (in years)
Leasehold improvement	Lease term or 10 years, whichever is less
Electrical installations and equipment	10
Plant and equipment	15
Furniture and fixtures	3-10
Vehicles	8-10

Categories	Useful life (in years)
Computer and data processing unit	3-6
Office equipment	3-10

The useful lives, residual values and depreciation method of PPE are reviewed, and adjusted appropriately, at least as at each financial year end so as to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effect of any change in the estimated useful lives, residual values and / or depreciation method are accounted prospectively, and accordingly the depreciation is calculated over the PPE's remaining revised useful life.

2.11.2 Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the Standalone Statement of Profit and Loss.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in the Standalone Statement of Profit and Loss within other gains / (losses).

2.11.3 Capital work in progress

Capital work in progress is stated at cost less impairment losses. Such expenditure includes the cost of materials and goods purchased or acquired with the intention of creating any capital asset and the project site and cost incurred for expected fit-out period which is attributed to the property, plant and equipment.

2.12 Intangible assets

2.12.1 Initial measurement

Software (both purchased and internally generated) which is not an integral part of

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related hardware, is treated as intangible asset and stated at cost on initial recognition and subsequently measured at cost less accumulated amortization and accumulated impairment loss, if any.

2.12.2 Internally-generated intangible assets

Expenditure on research activities for internally generated intangible assets is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure on direct salary incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in the Standalone Statement of Profit and Loss in the period in which it is incurred.

2.12.3 Subsequent measurement

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Company and the cost of the item can be measured reliably. All other expenditure is recognized in the Standalone Statement of Profit and Loss.

2.12.4 Derecognition policy

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in the Standalone Statement of Profit and Loss when the asset is derecognised.

2.12.5 Amortisation method and periods

Intangible assets i.e. software are amortised on a straight line basis over its estimated useful life i.e. 3 years. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect of any changes in estimate being accounted for on a prospective basis.

2.13 Impairment of non-financial assets

At the end of each reporting year, the Company reviews the carrying amounts of its impairment of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest cash-generating units for which a reasonable and consistent allocation basis can be identified.

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Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Standalone Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Standalone Statement of Profit and Loss.

2.14 Provisions and contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Asset retirement obligations (ARO) are provided for those operating lease arrangements where the Company has a binding obligation at the end of the lease period to restore the leased premises in a condition similar to inception of lease.

Asset retirement obligation are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular asset. The cash flows are discounted using incremental borrowing rate that reflects the risks specific to the site restoration obligation. The unwinding of the discount is expensed as incurred and recognized in the Standalone Statement of Profit and Loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.15 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

The Company determines the classification of its financial instruments at initial recognition.

2.16 Financial assets

2.16.1 Initial recognition and measurement

At initial recognition, financial asset (except trade receivables which do not contain a significant financing component are measured at transaction price) is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the Standalone Statement of Profit and Loss.

2.16.2 Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at

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either amortised cost or fair value, depending on the classification of the financial assets.

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through Profit and Loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Profit and Loss or other comprehensive income. Investments in debt mutual funds are measured at fair value through Profit and Loss as per the business model and contractual cash flow test.

2.16.3 Impairment of financial assets

The Company assesses at each Balance Sheet date whether a financial asset or a Company of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. For other financial assets carried at amortised cost the Company assesses, on a forward looking basis, the expected credit losses associated with such assets and recognises the same in the Standalone Statement of Profit and Loss.

2.16.4 Cash and cash equivalents

For the purpose of presentation in the Standalone Statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments, other than which are lien against borrowings, with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and

book overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Standalone Balance Sheet.

2.16.5 Derecognition of financial assets

The Company derecognises financial assets in accordance with the principles of Ind AS 109 which usually coincides receipt of payment or write off of the financial asset.

2.17 Financial liabilities and equity instruments

2.17.1 Classification of debt or equity

Debt and equity instruments issued by a Company entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2.17.2 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Company entity are recognised at the proceeds received, net of direct issue costs.

2.17.3 Financial liabilities

Classification : The Company classifies all financial liabilities as subsequently measured at amortised cost.

Initial recognition and measurement : All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Loans and borrowings : After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Standalone Statement of Profit and Loss when the liabilities are derecognised. Amortised cost is calculated by taking into account any discount or premium on acquisition and transactions costs. The EIR amortisation is included as finance costs in the Standalone Statement of Profit and Loss.

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2.17.4 Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in the Standalone Statement of Profit and Loss.

2.17.5 Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

2.18 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) attributable to the shareholders of the Company by the weighted average number of equity shares outstanding during the period.

Equity shares which are issuable upon the satisfaction of certain conditions resulting from contractual arrangements / shareholder agreement are considered outstanding and included in the computation of basic earnings per share from the date when all necessary conditions under the contract have been satisfied as on the Balance Sheet date.

Diluted earnings per share is computed by adjusting, the profit/ (loss) for the period attributable to the shareholders and the weighted average number of shares considered for deriving basic earnings per share, for the effects of all the shares that could have been issued upon conversion of all dilutive potential shares. The dilutive potential shares are adjusted for the proceeds receivable had the shares been actually issued at fair value. Further, the dilutive potential shares are deemed converted as at beginning of the period, unless issued at a later date during the period.

2.19 Investments

Long-term investments (investment in subsidiaries) are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

On disposal of an investment, the difference between the carrying amount and the disposal

proceeds, net of expenses, is recognised in the Standalone Statement of Profit and Loss. When disposing of a part of the holding of an individual investment, the carrying amount to be allocated to that part is to be determined on the basis of the average carrying amount of the total investment.

3 KEY SOURCES OF ESTIMATION UNCERTAINTIES AND CRITICAL JUDGEMENTS

In applying the Company's accounting policies, which are described in note 2 above, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors 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 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.

3.1 Critical judgements in applying the Company's accounting policies

3.1.1 Lease term - Company as a Lessee

Ind AS 116 requires lessee to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain.

The Company makes an assessment on the expected lease term on a lease-by-lease basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Company's operations taking into account the location of the underlying building

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and the availability of suitable alternatives. The Company has ascertained lease term as non-cancellable term.”

3.1.2 Capitalisation of fit out period

Cost (depreciation on right of use asset, interest expense of lease liability, electricity charges, building maintenance charges, housekeeping & security charges, project and design related employee cost) for the expected fit-out period is capitalised as part of leasehold improvement, considering, this cost is attributable to bring the asset in necessary condition for its intended use. The fit out period has been determined by the management basis the historical experience and the size and complexities involved for development of property to make them available for intended use.

3.1.3 Incremental borrowing rate

The initial recognition of lease liabilities at present value requires the identification of an appropriate discount rate. The Company has determined the incremental borrowing rate based on considerations specific to the leases by taking consideration of the risk free borrowing rates as adjusted for country / Company specific risk premiums (basis the readily available data points). The Company is

considering fixed deposit rates as appropriate discount rates to get fair value of financials assets.

3.2 Key sources of estimation uncertainty

3.2.1 Taxes

Deferred tax assets are recognised for the unused tax losses for which there is probability of utilisation against the future taxable profit. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, future tax planning strategies and recent business performances and developments (refer note 13).

3.2.2 Useful life of property, plant and equipment

As described at note 2.11.1 above, the Company reviews the estimated useful lives of PPE at the end of each reporting year. After considering market conditions, industry practice, technological developments and other factors, the Company determined that the current useful lives of its PPE remain appropriate. Uncertainties in these estimate relate to technical and economic obsolescence that may change the utility of assets.

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Particulars	Leasehold improvement	Electrical installations/equipment	Plant and equipment	Furniture and fixtures	Vehicles	Computers and data processing units	Office equipment	Total
Gross carrying value								
As at April 01, 2023	4,855.56	911.48	900.71	3,146.12	21.21	373.27	146.88	10,355.23
Additions	1,333.80	257.17	288.25	910.49	13.39	93.94	38.16	2,935.20
Disposals/adjustments	(146.98)	(2.08)	(6.90)	(112.60)	-	(8.30)	(29.82)	(306.68)
As at March 31, 2024	6,042.38	1,166.57	1,182.06	3,944.01	34.60	458.91	155.22	12,983.75
Additions	971.73	373.61	505.51	1,323.65	2.09	130.18	66.89	3,373.66
Disposals/adjustments	(18.20)	(4.26)	(0.74)	(23.17)	-	(8.87)	(1.22)	(56.46)
As at March 31, 2025	6,995.91	1,535.92	1,686.83	5,244.49	36.69	580.22	220.89	16,300.95
Accumulated depreciation								
As at April 01, 2023	963.01	172.71	115.13	610.52	3.61	146.64	51.78	2,063.40
Depreciation	860.74	103.99	70.35	394.63	3.07	62.69	25.28	1,520.75
Disposals/adjustments	(159.93)	(0.59)	(3.61)	(47.54)	-	(6.47)	(18.40)	(236.54)
As at March 31, 2024	1,663.82	276.11	181.87	957.61	6.68	202.86	58.66	3,347.61
Depreciation	956.39	130.09	93.99	470.67	4.23	61.88	27.99	1,745.24
Disposals/adjustments	(18.20)	(2.56)	(0.72)	(10.91)	-	(6.84)	(0.81)	(40.04)
As at March 31, 2025	2,602.01	403.64	275.14	1,417.37	10.91	257.90	85.84	5,052.81
Net carrying value								
As at March 31, 2024	4,378.56	890.46	1,000.19	2,986.40	27.92	256.05	96.56	9,636.14
As at March 31, 2025	4,393.90	1,132.28	1,411.69	3,827.12	25.78	322.32	135.05	11,248.14

Note:

4.1. Refer note 21.1 for hypothecation / lien.

4.2. Refer note 34 of contractual commitment for acquisition of property, plant and equipment.

4.3. Property, plant and equipment are provided for coworking spaces to customers on lease except for vehicles and certain other assets.

4.4. The Company has capitalised borrowing cost of ₹ 12.08 million and ₹ 26.87 million during the year ended March 31, 2025 and year ended March 31, 2024 respectively. The rate used to determine the amount of borrowing costs eligible for capitalisation is 10.30% (general borrowings) and 13.75% (general borrowings) for the year ended March 31, 2025 and year ended March 31, 2024, respectively.

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5. RIGHT-OF-USE ASSETS

Particulars	Building	Equipment/ furniture and fixtures	Total
As at April 01, 2023	28,807.45	139.65	28,947.10
Additions during the year	4,339.02	-	4,339.02
Adjustments during the year	(4,859.13)	15.14	(4,843.99)
Disposal during the year	(316.77)	-	(316.77)
Depreciation - capitalisation of fit out period	(536.62)	-	(536.62)
Depreciation for the year	(3,166.64)	(19.50)	(3,186.14)
As at March 31, 2024	24,267.31	135.29	24,402.60
Additions during the year	7,476.05	-	7,476.05
Adjustments during the year	(627.65)	(119.09)	(746.74)
Disposal during the year	(1.28)	-	(1.28)
Depreciation - capitalisation of fit out period	(615.30)	-	(615.30)
Depreciation for the year	(4,380.37)	(16.20)	(4,396.57)
As at March 31, 2025	26,118.76	-	26,118.76

5.1. Building include property taken from landlords for developing co-working spaces along with guest houses and related fit-out cost.

5.2. Equipment majorly comprises of UPS and electronic/electrical equipment taken on lease.

5.3. The Company periodically reassesses the lease term for its lease arrangements. Lease reassessment involves re-evaluating any options to extend or terminate the lease considering factors such as the importance of the underlying asset to the Company's operations taking into account the location and size of the underlying building and the availability of suitable alternatives. During the year ended March 31, 2024, the Company has reassessed lease term for certain properties to non-cancellable period. Pursuant to this, lease liabilities are remeasured to reflect change in lease term with a corresponding adjustment to the ROU asset or Standalone Statement of Profit and Loss, if the ROU asset has been reduced to zero.

5.4. Amounts recognised in Standalone Statement of Profit and Loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Expenses relating to short-term leases	297.97	95.01
Expenses relating to leases of low-value assets, excluding short-term leases of low-value assets	13.89	21.34

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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5.5. Total cash flow for leases

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash outflow included in financing activity for repayment of principal during the year*	3,938.39	3,038.23
Cash outflow included in financing activity for repayment of interest during the year	2,770.58	2,498.10
Total cash outflow for lease payment	6,708.97	5,536.33

*Cash outflow for repayment of principal during the year includes payment of ₹ 78.64 millions (March 31, 2024 - ₹ 38.92 millions) in relation to initial direct cost for acquiring right of use assets.

5.6. The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be paid after the reporting date

Maturity Analysis

Particulars	As at March 31, 2025	As at March 31, 2024
Not later than one year	7,987.96	6,293.39
Later than one year but not later than five years	27,848.44	23,473.58
Later than five years	7,068.34	11,168.73
Total	42,904.74	40,935.70

6. CAPITAL WORK-IN-PROGRESS

Capital work-in-progress ageing schedule

As at March 31, 2025

Particulars	Amount of capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,353.10	1.70	-	-	1,354.80

As at March 31, 2024

Particulars	Amount of capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	633.09	-	-	-	633.09

Note:

6.1. For capital-work-in-progress, there are no projects whose completion is overdue or has exceeded its cost compared to its original plan as of March 31, 2025 and March 31, 2024.

6.2. The Company has capitalised borrowing cost of ₹ 7.35 million and ₹ 3.54 million during year ended March 31, 2025 and during the year ended March 31, 2024, respectively. The rate used to determine the amount of borrowing costs eligible for capitalisation is 10.30% (general borrowings) and 13.75% (general borrowings) for the year ended March 31, 2025 and year ended March 31, 2024, respectively.

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7. INTANGIBLE ASSETS

Particulars	Software
Gross carrying value	
As at April 1, 2023	13.22
Additions	0.46
Disposals	-
As at March 31, 2024	13.68
Additions	33.26
Disposals	-
As at March 31, 2025	46.94
Accumulated amortisation	
As at April 1, 2023	8.86
Amortisation	3.08
Disposals	-
As at March 31, 2024	11.94
Amortisation	11.08
Disposals	-
As at March 31, 2025	23.02
Net carrying value	
As at March 31, 2024	1.74
As at March 31, 2025	23.92

Note:

7.1: Software includes accounting, business and administrative software.

8. INTANGIBLE ASSETS UNDER DEVELOPMENTS

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	31.55	4.61
Additions during the year	-	26.94
Capitalised during the year	(31.55)	-
Closing balance	-	31.55

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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Note.

8.1 Intangible assets under development ageing schedule

As at March 31, 2025

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-

As at March 31, 2024

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	26.94	4.61	-	-	31.55

8.2 Intangible assets under development completion schedule

For Intangible assets under development, there are no projects whose completion is overdue or has exceeded its cost compared to its original plan as of March 31, 2025 and March 31, 2024.

9. INVESTMENTS IN SUBSIDIARIES

Particulars	As at March 31, 2025	As at March 31, 2024
At cost		
In equity shares of subsidiaries (refer note 9.1)	187.54	0.30
Total	187.54	0.30

Note:

9.1 Detail of investments in subsidiaries are as below

Name of the subsidiaries	As at March 31, 2025	As at March 31, 2024
Smartworks Tech Solutions Private Limited (Formerly known as: Smartworks Coliving Private Limited); (unquoted) 10,000 (March 31, 2024 - 10,000) equity shares of ₹ 10 each fully paid up	0.10	0.10
Smartworks Office Services Private Limited: (unquoted) 10,000 (March 31, 2024 - 10,000) equity shares of ₹ 10 each fully paid up	0.10	0.10
Smartworks Stellar Services Private Limited: (unquoted) 10,000 (March 31, 2024 - 10,000) equity shares of ₹ 10 each fully paid up	0.10	0.10
Smartworks Space Pte. Ltd.(unquoted) 3,000,000 equity shares of ₹ 10 each fully paid up (March 31,2024- refer note 9.2)	187.24	Refer note 9.2

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Name of the subsidiaries	% shareholding As at March 31, 2025	% shareholding As at March 31, 2024
Smartworks Tech Solutions Private Limited (Formerly known as: Smartworks Coliving Private Limited)	100.00%	100.00%
Smartworks Office Services Private Limited	100.00%	100.00%
Smartworks Stellar Services Private Limited	100.00%	100.00%
Smartworks Space Pte. Ltd.	100.00%	Refer note 9.2

Name of the subsidiaries	Principal place of business	Principal activity
Smartworks Tech Solutions Private Limited (Formerly known as: Smartworks Coliving Private Limited)	India	Software Development
Smartworks Office Services Private Limited	India	Facility management services
Smartworks Stellar Services Private Limited	India	Coworking space provider
Smartworks Space Pte. Ltd.	Singapore	Coworking space provider

9.2. The Company has incorporated a new subsidiary in Singapore, i.e. Smartworks Space Pte. Ltd. "(SSPL)", on March 15, 2024. SSPL did not have any paid-up capital as at March 31, 2024. On May 24, 2024, SSPL has allotted 3 million shares (face value: SGD 1) for consideration of SGD 3 million to the Company.

10. INVESTMENTS

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
<u>At fair value through profit and loss (FVTPL)</u>		
In mutual funds (Quoted) (refer note 10.1)	93.23	112.78
In equity shares of other companies (Unquoted)	16.40	-
Total	109.63	112.78
Aggregate carrying amount of quoted investments	93.23	112.78
Aggregate market value of quoted investments	93.23	112.78

Note:

10.1. Liated as security for borrowings. (refer note 21.1)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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11. LOANS

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Unsecured, considered good		
Loans to related parties (refer note 37)	235.06	187.08
	235.06	187.08

Particulars	Agreement Date	Repayment/ Maturity date*	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Smartworks Tech Solutions Private Limited (Formerly known as: Smartworks Coliving Private Limited)	October 1, 2023	September 30, 2026	11%	228.09	181.50
Smartworks Office Services Private Limited	October 1, 2023	September 30, 2026	11%	0.73	0.30
Smartworks Stellar Services Private Limited	October 1, 2023	September 30, 2026	11%	6.24	5.28

* These loans are repayable on demand. The Company did not expect to demand repayment of loans within next 12 months.

12. OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Security deposits (refer note 12.1)	2,210.92	1,424.30
Bank deposits with more than 12 months maturity (refer note 12.2)	55.00	136.69
Total	2,265.92	1,560.99
Current		
Security deposits (refer note 12.3)	160.61	422.57
Expenses recoverable from shareholders (refer note 12.4)	31.93	-
Bank deposits with remaining maturity of less than 12 months (refer note 12.5)	104.41	177.49
Interest accrued on bank deposits	35.67	37.15
Unbilled revenue	56.08	25.15
Other receivable	8.36	-
	397.06	662.36
GST recoverable from customer	4.62	4.62
Allowance for recoverable	(4.62)	(4.62)
	-	-
Total	397.06	662.36

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Note:

- 12.1.** It includes cash collateral, in relation to borrowings, amounting to ₹ Nil (March 31, 2024 - ₹ 7.5 million).
- 12.2.** It includes deposits against lien/bank guarantee of ₹ 55.00 million (March 31, 2024 - ₹ 136.69 million).
- 12.3.** It includes cash collateral, in relation to borrowings, amounting to ₹ 7.5 million (March 31, 2024 - ₹ 7.5 million).
- 12.4.** The Company has incurred share issue expenses in connection with the proposed Initial Public Offering (IPO) of equity shares. In accordance with the Offer Agreement entered between the Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses in proportion to the respective shares offered for sale. Accordingly, the Company will recover the expenses incurred amounting to ₹ 31.93 million in connection with the issue on completion of IPO.
- 12.5.** It includes deposits against lien/bank guarantee of ₹ 104.41 million (March 31, 2024 - ₹ 177.49 million).
- 12.6.** Refer note 37 for unbilled revenue from related parties.

13. INCOME TAX

The major components of income tax expense /(credit) are:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current income tax		
- For the year	-	-
Deferred tax		
- Origination and reversal of temporary difference	(158.16)	(165.17)
Income tax expense / (credit)	(158.16)	(165.17)

The reconciliation between the amount computed by applying the statutory income rates to the profit before tax and income tax expense is summarised below:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Loss before tax	(775.53)	(635.41)
Enacted tax rates in India	25.17%	26.00%
Tax expense / (credit)	(195.20)	(165.21)
Effect of:		
Income / expense not taxable / deductible	-	0.04
Additional tax expense (deferred tax expense) due to change in tax rate	37.04	-
Income tax expense / (credit)	(158.16)	(165.17)

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The analysis of deferred tax assets / liabilities is as follows:

Particulars	Opening balance	Recognised in the Standalone Statement of Profit and loss	Recognised in Other Comprehensive Income	Closing balance
As at March 31, 2025				
Deferred tax asset				
Allowance for impairment of financial assets	3.74	(0.40)	-	3.34
Expenses allowed on payment basis	-	13.59	-	13.59
Carry forward tax losses	383.06	(144.25)	-	238.81
Provision for employee benefits	9.34	1.77	0.05	11.16
Property, plant and equipment and intangible assets	67.30	(41.60)	-	25.70
Provisions for asset retirement obligations	6.22	2.50	-	8.72
Provisions for contingencies and allowance for capital advances and advances to suppliers	3.30	5.80	-	9.10
Financial instruments	5.59	(3.81)	-	1.78
Right of use asset and lease liabilities	813.49	338.23	-	1,151.72
	1,292.04	171.83	0.05	1,463.92
Deferred tax liability				
Revenue equalisation reserve	132.16	13.67	-	145.83
	132.16	13.67	-	145.83
Deferred tax asset (net)	1,159.88	158.16	0.05	1,318.09

Particulars	Opening balance	Recognised in Statement of Profit and loss	Recognised in Other Comprehensive Income	Closing balance
As at March 31, 2024				
Deferred tax asset				
Allowance for impairment of financial assets	2.87	0.87	-	3.74
Carry forward tax losses	358.38	24.68	-	383.06
Provision for employee benefits	7.60	2.23	(0.49)	9.34
Property, plant and equipment and intangible assets	12.84	54.46	-	67.30
Provisions for asset retirement obligations	5.09	1.13	-	6.22
Provisions for contingencies and allowance for capital advances and advances to suppliers	1.91	1.39	-	3.30
Expenses allowed on payment basis	3.57	(3.57)	-	-

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Particulars	Opening balance	Recognised in Statement of Profit and loss	Recognised in Other Comprehensive Income	Closing balance
Financial instruments	-	5.59	-	5.59
Right of use asset and lease liabilities	714.77	98.72	-	813.49
	1,107.03	185.50	(0.49)	1,292.04
Deferred tax liability				
Financial instruments measured at amortised cost	5.77	(5.77)	-	-
Revenue equalisation reserve	106.06	26.10	-	132.16
	111.83	20.33	-	132.16
Deferred tax asset (net)	995.20	165.17	(0.49)	1,159.88

In line with accounting policy of the Company, deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carry forward tax losses can be utilised and deferred tax asset (net) has been recognised only to the extent of reasonable certainty of available tax profits in future. The Company has considered committed revenues and letter of intents from customers up to the date of signing of financial statements and maintaining/increasing an overall occupancy for future periods based on historical trends in making its projected future taxable profits for the purpose of evaluating recognition of deferred tax.

14. INCOME TAX ASSETS (NET)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Advance income tax (net of current tax provision- Nil (March 31, 2024: Nil))	124.50	405.73
Total	124.50	405.73

15. OTHER ASSETS

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Prepayments (refer note 15.1 below)	449.40	330.25
Revenue equalisation reserve (refer note 15.3 below)	380.58	286.59
Balance with government authorities	10.93	31.53
Capital advances (net of allowance ₹ 27.46 million (March 31, 2024 - ₹ 8.86 million))	60.40	83.20
Total	901.31	731.57

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Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Balance with government authorities	576.99	658.86
Prepayments (refer note 15.1 below)	277.67	375.64
Revenue equalisation reserve (refer note 15.3 below)	198.80	221.71
Advance to suppliers (net of allowance ₹ 4.51 million (March 31, 2024 - ₹ 2.86 million))	21.43	46.82
Others (refer note 15.2 below)	92.00	6.50
Total	1,166.89	1,309.53

Note:

15.1. Prepayment includes the initial direct cost for obtaining lessee for operating lease. The movement of such initial direct cost is as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening balance	661.09	559.75
Additions	434.91	449.83
Amortisation	(405.92)	(348.49)
Closing balance	690.08	661.09

15.2. Includes IPO expense of ₹ 84.07 million (March 31, 2024: Nil) which will be adjusted with securities premium at the time of issue of shares in accordance with requirement of Section 52 of the Companies Act, 2013.

15.3. Operating lease arrangements (as a lessor)

Operating leases, in which the Company is the lessor, relate to co-working space given by the Company on lease with lease term (i.e. non cancellable term or contract term, based on the customer portfolio).

The Company enters into arrangements with customers for providing co-working spaces wherein the right to use the assets is given. However, as the title to the assets and the significant risks associated with the operation and maintenance of these assets remains with the Company, such arrangements are recognised as operating lease. Revenue from leased out co-working space under an operating lease is recognized on a straight line basis over lease term.

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

Maturity analysis of operating lease receipts:

The following table sets out a maturity analysis of lease receipts, showing the undiscounted lease receipts to be received after the reporting date:

Particulars	As at March 31, 2025	As at March 31, 2024
-Year 1	9,094.86	8,201.05
-Year 2	5,898.91	4,864.52
-Year 3	3,555.87	1,965.11
-Year 4	2,297.97	543.00
-Year 5 and onwards	1,001.02	131.04

16. TRADE RECEIVABLES

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Considered good, secured (refer note 16.2)	188.47	132.09
Considered good, unsecured	56.87	6.48
Credit impaired	8.64	9.74
	253.98	148.31
Less: Allowance for doubtful receivables	(8.64)	(9.74)
Total	245.34	138.57

Notes:

16.1 As per agreements, the average credit period is 7 days.

16.2 The customers pays security deposits which can be used for any non-payments during the contract period. Trade receivables are secured with the corresponding deposits received from customers.

16.3 Refer note 37 for trade receivables from related parties.

16.4 Refer note 21.1 for trade receivables pledged as security against borrowings.

The movement of allowances of doubtful receivables is as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening balance	9.74	6.41
Additions	2.20	5.54
Write off (net of recovery)	(3.30)	(2.21)
Closing balance	8.64	9.74

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Trade receivables ageing

As at March 31, 2025

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	42.73	163.01	17.20	1.04	1.97	1.59	227.54
(ii) Undisputed trade receivables - credit impaired	0.05	0.37	2.88	3.28	0.81	0.18	7.57
(iii) Disputed trade receivables - considered good	-	-	-	3.39	-	14.41	17.80
(iv) Disputed trade receivables - credit impaired	-	0.18	0.33	-	-	0.56	1.07
Less: Allowances for doubtful receivables							(8.64)
Total trade receivables							245.34

As at March 31, 2024

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	5.83	83.30	2.81	9.13	1.07	0.52	102.66
(ii) Undisputed trade receivables - credit impaired	0.01	3.61	2.93	0.81	0.19	0.15	7.70
(iii) Disputed trade receivables - considered good	-	3.36	3.13	0.50	28.91	0.01	35.91
(iv) Disputed trade receivables - credit impaired	-	0.01	-	0.56	0.17	1.30	2.04
Less: Allowances for doubtful receivables							(9.74)
Total trade receivables							138.57

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

17. CASH AND CASH EQUIVALENTS

For the purpose of Standalone Statement of Cash Flows, cash and cash equivalents includes cash on hand and balance with banks in current accounts and deposits.

Particulars	As at	
	March 31, 2025	March 31, 2024
Balance with banks:		
- in current accounts	324.56	338.44
- in escrow account (refer note 17.1)	67.41	47.48
Wallet balances	0.36	-
Cash on hand	0.03	0.01
Total	392.36	385.93

Notes:

17.1. Restricted cash in escrow account

The balances primarily include restricted bank balances, received from specified customers, for repayments of monthly instalments of specified bank loans (refer note 21).

17.2. For the purpose of Standalone Statement of Cash Flows, Cash and cash equivalents comprise of following:

Particulars	As at	
	March 31, 2025	March 31, 2024
Cash and cash equivalents as per Standalone Balance Sheet	392.36	385.93
Bank overdraft	(386.14)	(424.35)
Total	6.22	(38.42)

18. OTHER BANK BALANCES

Particulars	As at	
	March 31, 2025	March 31, 2024
Bank deposits with original maturity more than 3 months (refer note 18.1)	191.94	135.56
Total	191.94	135.56

Note:

18.1 It includes deposits against lien/bank guarantee of ₹ 191.94 million (March 31, 2024 - ₹ 135.56 million).

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

19. SHARE CAPITAL

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares ('000')	(₹ in millions)	Number of shares ('000')	(₹ in millions)
Authorised				
Share capital				
Equity shares of ₹ 10 each with voting rights	120,000	1,200.00	100,000	1,000.00
Preference shares of ₹ 10 each with voting rights	20,000	200.00	20,000	200.00
Total	140,000	1,400.00	120,000	1,200.00
Issued, subscribed and fully paid-up				
Equity share capital				
Equity shares of ₹ 10 each with voting rights	103,190	1,031.90	79,013	790.13
Total	103,190	1,031.90	79,013	790.13

Notes:

19.1. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares ('000')	(₹ in millions)	Number of shares ('000')	(₹ in millions)
Equity shares with voting rights				
At the beginning of the year	79,013	790.13	77,691	776.91
Shares issued under private placement (refer note 19.6)	3,717	37.17	1,322	13.22
Conversion of CCPS into equity shares (refer note 20.2)	19,610	196.10	-	-
Conversion of warrants into equity shares (refer note 20.3)	850	8.50	-	-
Outstanding at the end of the year	103,190	1,031.90	79,013	790.13

19.2. Details of equity shares held by each shareholder holding more than 5% shares:

Pre dilution

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares ('000')	% holding (Pre dilution)	Number of shares ('000')	% holding (Pre dilution)
Equity shares with voting rights				
NS Niketan LLP, India	42,805	41.482%	43,770	55.396%
SNS Infrarealty LLP, India	24,423	23.668%	27,585	34.912%
Space Solutions India Pte Ltd. (formerly known as Lisbrine Pte. Ltd.)	19,610	19.004%	-	0.000%
Mahima Stocks Private Limited, India	4,269	4.137%	4,269	5.402%

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Post dilution

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares ('000')	% holding (Post dilution)	Number of shares ('000')	% holding (Post dilution)
Equity shares with voting rights				
NS Niketan LLP, India	42,805	41.482%	43,770	44.007%
SNS Infrarealty LLP, India	24,423	23.668%	27,585	27.734%
Space Solutions India Pte Ltd. (formerly known as Lisbrine Pte. Ltd.)	19,610	19.004%	-	0.000%
Mahima Stocks Private Limited, India	4,269	4.137%	4,269	4.292%
Cumulative convertible preference shares with voting rights				
Space Solutions India Pte Ltd. (formerly known as Lisbrine Pte. Ltd.)	-	-	19,600	19.706%

19.3. Rights attached to equity shares:

The Company has only one class of equity shares having face value of ₹ 10 each. The holder of the equity share is entitled to dividend right and voting right in the same proportion as the capital paid-up on such equity share bears to the total paid-up equity share capital of the Company. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

19.4. Shareholding of promoters

Shares held by promoters as at March 31, 2025

Sl. No	Particulars	Number of shares ('000')	% holding (Pre dilution)	% change during the year
1	NS Niketan LLP, India	42,805	41.482%	(13.914%)
2	SNS Infrarealty LLP, India	24,423	23.667%	(11.245%)
3	Neetish Sarda, India	3	0.003%	(0.001%)
4	Saumya Binani, India	3	0.003%	(0.001%)

Sl. No	Particulars	Number of shares ('000')	% holding (Post dilution)	% change during the year
1	NS Niketan LLP, India	42,805	41.482%	(2.525%)
2	SNS Infrarealty LLP, India	24,423	23.667%	(4.067%)
3	Neetish Sarda, India	3	0.003%	(0.000%)
4	Saumya Binani, India	3	0.003%	(0.000%)

Shares held by promoters as at March 31, 2024

Sl. No	Particulars	Number of shares ('000')	% holding (Pre dilution)	% change during the year
1	NS Niketan LLP, India	43,770	55.396%	(0.338%)
2	SNS Infrarealty LLP, India	27,585	34.912%	(0.594%)
3	Neetish Sarda, India	3	0.004%	(0.000%)
4	Saumya Binani, India	3	0.004%	0.000%

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Sl. No	Particulars	Number of shares ('000')	% holding (Post dilution)	% change during the year
1	NS Niketan LLP, India	43,770	44.007%	(0.669%)
2	SNS Infrarealty LLP, India	27,585	27.734%	(0.727%)
3	Neetish Sarda, India	3	0.003%	(0.000%)
4	Saumya Binani, India	3	0.003%	(0.000%)

19.4.1 Shareholding as on March 31, 2024 and thereafter, is based on list of promoters identified/classified pursuant to board resolution dated March 26, 2024. Promoter here means Promoter defined under Companies Act, 2013.

19.5. During the year ended March 31, 2025, the Shareholders of the Company increased the authorised share capital of the Company to ₹ 1,400.00 million divided into 120,000,000 equity shares of ₹ 10/- each and 20,000,000 preference shares of ₹ 10/- each.

19.6 During the year ended March 31, 2025, the Company has allotted 3,716,551 (March 31, 2024: 1,322,000) equity shares under private placement on preferential basis having face value ₹ 10 each equity share, issued at a price of ₹ 269 per equity share (including share premium of ₹ 259/- each equity share) (March 31, 2024: ₹ 269 per equity share (including share premium of ₹ 259/- each equity share)), ranking pari passu with existing equity shares.

19.7 During the year ended March 31, 2025, the Company has allotted 10,707 (March 31, 2024: 1,219,776) cumulative convertible preference shares having face value ₹ 10 each, issued at a price of ₹ 269 per cumulative convertible preference shares (including share premium of ₹ 259/- each cumulative convertible preference shares) (March 31, 2024: ₹ 269 per cumulative convertible preference shares (including share premium of ₹ 259/- each cumulative convertible preference shares)).

19.8. During the year ended March 31, 2025, the Company has converted 19,610,398 CCPS of face value of ₹ 10 each held by Space Solutions India Pte. Limited (formerly known as Lisbrine PTE. LTD.) (SSIPL) into 19,610,398 equity shares of face value of ₹ 10 each as per the terms and conditions stated in articles of association and the Shareholder's agreement.

20. OTHER EQUITY

Particulars	As at March 31, 2025	As at March 31, 2024
Securities premium (refer note 20.1)	3,991.74	2,867.50
Instruments classified as equity (refer note 20.2 and 40)	-	196.00
Money received against share warrants (refer note 20.3)	-	2.13
Share based payment reserve (refer note 20.4)	39.32	-
Retained earnings (refer note 20.5)	(3,929.39)	(3,311.88)
	101.67	(246.25)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

20.1. Securities premium

Securities premium is used to record the premium on issue of shares. The reserves are utilised in accordance with provisions of The Companies Act, 2013.

20.2. Instruments classified as equity

20.2.1 The Company has issued 18,379,915 cumulative convertible preference share ("CCPS") having a face value of ₹ 10 each on October 23, 2019 with reference to the investment agreement with Space Solutions India Pte Ltd (Formerly known as Lisbrine PTE. LTD.) dated October 4, 2019. Preference shareholder is entitled to receive dividend subject to recommendation of Board of Directors and approval of equity shareholders. These CCPS carry one vote per share in terms of the agreement.

1. The shareholder shall be entitled to receive a cumulative fixed preferential dividend per annum for each cumulative convertible preference shares held based on the following coupon rate:
 - i. 0.01% of the Initial Subscription Price per share on the first anniversary;
 - ii. 0.50% of the Initial Subscription Price per share on the second anniversary;
 - iii. 1.00% of the Initial Subscription Price per share on the third anniversary;
 - iv. 2.00% of the Initial Subscription Price per share on the fourth anniversary;
 - v. 4.00% of the Initial Subscription Price per share on fifth anniversary and every anniversary thereafter until conversion of the cumulative convertible preference shares to ordinary shares in the Company.
2. At any time up to 20 years from the date of the agreement, the preference shareholder shall have the right, at its option and sole and absolute discretion, to convert all or part of its cumulative convertible preference shares then outstanding into ordinary shares.
3. All the cumulative convertible preference shares then outstanding shall be converted into ordinary shares at a minimum ratio of 1 cumulative convertible preference share to 1 ordinary share conversion rate immediately:
 - (a) prior to the consummation of a Qualified Event or
 - (b) in the event there is a binding offer for a purchase of all of the Shares of the Company and such offer meets the yield threshold.
4. Each cumulative convertible preference share, subject to conversion, shall be converted into such number of fully paid ordinary shares as is determined by dividing the initial subscription price per share (as appropriately adjusted for any subdivisions, consolidations, share dividends or similar recapitalisations) by the then applicable conversion price per cumulative convertible preference share and no additional consideration shall be payable upon such conversion.
5. As these cumulative convertible preference shares are perpetual in nature and ranked senior only to the equity share capital of the Company and the Company does not have any redemption obligation i.e. these instruments have to be converted into equity share of the Company, thus these shares are considered as equity instruments.

20.2.2 On March 30, 2024, and April 18, 2024, the Company issued an additional 1,219,776 and 10,707 Class A cumulative convertible preference shares, respectively, each with a face value of ₹ 10. These issuances are in accordance with the investment agreement with Space Solutions India Pte Ltd (formerly known as Lisbrine PTE. LTD.) dated March 27, 2024. Preference shareholder is entitled to receive dividend subject to recommendation

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

of Board of Directors and approval of equity shareholders. These CCPS carry one vote per share in terms of the agreement.

Terms of issue of this cumulative convertible preference shares are :-

1. The Company shall not declare or pay any dividends to holders of Ordinary Shares until all the Class A Convertible Preference Shares held by the Investor have been converted to Ordinary Shares of the Company.
2. In the event a Qualifying IPO is not effected within twenty four (24) months from the date of execution of the Agreement, Space Solutions India Pte Ltd (Formerly known as Lisbrine PTE. LTD.) shall be entitled to receive a cumulative fixed preferential dividend ("Preferential Dividend") per annum for each Class A Convertible Preference Share held by Space Solutions India Pte Ltd (Formerly known as Lisbrine PTE. LTD.) based on the Initial Subscription Price Per Share equal or equivalent to 5.00% of the Initial Subscription Price Per Share on the second (2nd) anniversary from the date of the Agreement for every six (6) months since the execution of the Agreement and for every six (6) months thereafter until conversion of the Class A Convertible Preference Shares to Ordinary Shares in the Company, (as appropriately adjusted for any subdivisions, consolidations, share dividends or similar recapitalisations).
3. Any Preferential Dividend (if any) shall be computed based on the Initial Subscription Price Per Share that is, in aggregate, equivalent to (and computed based on) INR equivalent to US\$4Mn to be converted INR exchange rate of the receiving bank as at the time of receipt which represents the amount invested in the Company by the Investor on Completion.
4. The right of the Investor to receive such dividends shall rank senior and prior to and in preference to the dividend rights of the holders of Ordinary Shares in the Company.
5. Subject to the foregoing, no dividends or distributions (in whatever form) shall be declared or paid to the holders of the Ordinary Shares unless the Investor first receives or simultaneously receives in full a pro rata share of such dividends on an as-converted basis.
6. In the event of consummation of a Qualified Fund Raise, the Preferential Dividend shall be immediately adjusted to match the dividend policy agreed in the definitive agreement arising from the Qualified Fund Raise subject to (i) the agreement of all parties including the Investor, the Founders and the new investors or (ii) if no agreement is reached for any reason, then the Investor shall be entitled to a minimum of two per cent. (2%) of the Initial Subscription Price Per Share per annum for each Class A Convertible Preference Share held by the Investor.
7. All the Class A convertible preference shares then outstanding shall be converted into ordinary shares at a minimum ratio of 1 Class A convertible preference share to 1 ordinary share conversion rate immediately:
 - (a) prior to the consummation of a Qualified Event or
 - (b) in the event there is a binding offer for a purchase of all of the Shares of the Company and such offer meets the yield threshold.
8. Each Class A Convertible Preference Share, subject to conversion, shall be converted into such number of fully paid ordinary shares as is determined by dividing the initial subscription price per share (as appropriately adjusted for any subdivisions, consolidations, share dividends or similar recapitalisations) by the then applicable conversion price per Class A convertible preference share and no additional consideration shall be payable upon such conversion.
9. In the event of a Non-Qualified Event, the net proceeds (after deductions such as expenses and creditor payments) will be distributed as follows:

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

First: The Investor receives the greater of:

- 100% of the original investment plus any unpaid dividends on the Class A Convertible Preference Shares, or
- the amount the Investor would get if the Class A Convertible Preference Shares were converted to Ordinary Shares before the event (Convertible Preference Liquidity Amount).

If assets are insufficient, the Company will distribute assets proportionally to the Investor.

Second: After the Investor's full Convertible Preference Liquidity Amount is paid, remaining funds will be distributed pro-rata among the Ordinary Shareholders. The Investor is excluded from this second distribution unless Class A Shares were converted to Ordinary Shares before the event."

20.3. Share Warrants

The Company had issued 850,000 share warrants of ₹ 260 each per warrant ("Warrant Subscription Price") for an aggregate consideration of ₹ 221.00 million on March 13, 2023 with reference to the warrant subscription agreement with Deutsche Bank, A.G, London Branch dated March 2, 2023. The warrant consideration was paid in the following manner:

- ₹ 55.25 million was paid by the warrant holder on March 13, 2023 as consideration for subscribing to the Warrants ("Warrant Subscription Amount").
- ₹ 165.75 millions was paid by warrant holder on date of exercising the option of converting the entire warrants into equity shares of the Company i.e. August 02, 2024 in accordance with the terms set forth in the warrant subscription agreement.

20.4. Share based payment reserve (refer note 43)

This relates to stock options granted by the Company to certain eligible employees under ESOP scheme named Smartworks Coworking Spaces Limited Employee Share Option Plan 2022 and as ammended thereafter.

20.5. Retained Earnings

Retained earnings reflect surplus / deficit after taxes in the Standalone Statement of Profit or Loss. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013.

21. BORROWINGS

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Secured – at amortised cost		
Bonds		
Non-convertible bonds	620.93	932.44
From Bank		
- Vehicle loan	11.96	13.90
- Term loan	2,186.49	1,825.18

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Particulars	As at March 31, 2025	As at March 31, 2024
From NBFC		
- Vehicle loan	4.28	5.56
- Term loan	680.34	1,029.60
Less: current maturities of long term borrowings	(1,343.74)	(1,409.20)
	2,160.26	2,397.48
Current		
Secured – at amortised cost		
- Bank overdraft	386.14	424.35
- Vendor financing arrangement	2.27	-
Unsecured – at amortised cost		
- Inter- corporate deposits from others parties (refer note 21.2.1.1)	-	17.50
- Vendor financing arrangement (refer note 21.2.2)	85.29	24.97
Current maturities of long-term borrowings		
Secured		
- Non-convertible bonds	309.41	312.50
- Term loan (From Banks)	795.37	739.30
- Term loan (From NBFC)	234.49	353.21
- Vehicle loan (From Banks)	3.05	2.91
- Vehicle loan (From NBFC)	1.42	1.28
	1,817.44	1,876.02

21.1. Other principal features of the Company's borrowings are as follows.

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Bonds:				
Deutsche Investments India Private Limited (Held in name of Catalyst Trusteeship Limited)	- 1250 Bonds of ₹ 1 million each - Repayable in 45 monthly instalments (starting from July 13, 2023) and interest payable monthly from April 13, 2023 for 48 Months. - Maturity in March, 2027 - Hypothecation of receivables from specified tenancy contracts. - First exclusive charge by way of pledge over 1,03,18,961 (March 31, 2024: 9,824,256), equity shares of the Company, each in the name of NS Niketan LLP & SNS Infrealty LLP. - Personal guarantee of directors* and corporate guarantee of NS Niketan LLP and SNS Infrealty LLP.	3 month Treasury Bill rate as per Financial Benchmarks India Private Limited + 8.575% Currently 15.035% (March 31, 2024: 15.445%)	625.00	937.50
Total		(A)	625.00	937.50

* Directors in above mentioned notes refers to Neetish Sarada and Harsh Binani.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Term Loan:

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Term Loan from Banks (i)	- Repayable in equal monthly installments (Range of 38-83 equal monthly installements) - Secured with lien over specified rental receivables and lien of property of Vision Comptech Integrators Private Limited and personal guarantee of directors* and corporate guarantee of Vision Comptech Integrators Private Limited, NS Niketan LLP and SNS Infrealty LLP.	8.40% to 9.42% (March 31, 2024: 8.98% to 9.25%)	904.03	870.39
Term Loan from Banks (ii)	- Repayable in equal monthly installments (Range of 23-36 equal monthly installements) - Lien over Debt Service Reserve account - Secured over future cash flows linked to selected secured tenancy contracts and rent receivables and personal guarantee of directors* and corporate guarantee of SNS Infrealty LLP and NS Niketan LLP	9.50% to 9.60% (March 31, 2024: 9.50% to 9.60%)	158.45	396.13
Term Loan from Banks (iii)	- Repayable in equal monthly installments (Range of 48-61 equal monthly installements) - Lien over FD - Secured with lien over selected rentals of the property and lien over property of M/s. Jagadhatri Vyapaar Private Limited and personal guarantee of directors* and corporate guarantee of Jagadhatri Vyapaar Private Limited, SNS Infrealty LLP and NS Niketan LLP	9.65% to 9.85% (March 31, 2024: 9.65%)	748.54	569.14
Term Loan from Banks (iv)	- Repayable in equal monthly installments (Range of 49 equal monthly installements) - Lien over FD - Secured with lien over specified rental receivables and personal guarantee of directors* and corporate guarantee of SNS Infrealty LLP and NS Niketan LLP	9.30%	385.85	-
		(B)	2,196.87	1,835.66

* Directors in above mentioned notes refers to Neetish Sarda and Harsh Binani.

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Vehicle Loan:

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Vehicle Loans from Banks	- Repayable in equal monthly installments (60 equal monthly installements) - Secured by hypothecation of vehicle of the Company.	7.20% to 9.15% (March 31, 2024: 7.20% to 9%)	11.96	13.90
Vehicle Loans from NBFC	- Repayable in equal monthly installments (60 equal monthly installements) - Secured by hypothecation of vehicle of the Company.	10.25% (March 31, 2024:10.25%)	4.28	5.56
		(C)	16.24	19.46

* Directors in above mentioned notes refers to Neetish Sarda and Harsh Binani.

Term Loan from NBFC:

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Term Loan from NBFC (i)	- Repayable in 24 equal monthly instalments - Exclusive charge by way of hypothecation of specified receivables. - Cash collateral as specified for the facility (refer note 12.1 and 12.3)	11.50% (March 31, 2024: 11.50%)	26.88	129.65
Term Loan from NBFC (ii)	- Repayable in 36 equal monthly instalments - Exclusive charge by way of Hypothecation over rental receivables of specified tenants - Secured by Debt Service Reserve Account - Personal guarantee of directors*.	11.20% to 12.30% (March 31, 2024: 11.00% to 12.10%)	130.56	280.56
Term Loan from NBFC (iii)	- Repayable in 84 equal monthly instalments - Exclusive charge over registered mortgaged property and its receivables as specified in the facility - Exclusive charge over identified receivables of the Company - Lien over specified mutual funds. - Personal guarantee of directors* and Corporate guarantee of Kalyankari Commercial LLP, Kripa Merchandise LLP, Simran Merchandise LLP, Snow Well Merchandise LLP	10.75% (March 31, 2024: 10.75%)	527.30	627.74
		(D)	684.74	1,037.95

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

Bank overdraft:

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Bank Overdrafts- Dropline Overdraft	- Repayable on demand	8.75% (March 31, 2024: 8.75%)	129.97	158.30
Bank Overdrafts- Other than Dropline Overdraft	Secured by lien over fixed deposits with banks Repayable on demand	Fixed Deposits + 0.25%- 0.40% p.a (March 31, 2024: Fixed Deposits + 0.25%- 0.40% p.a%)	256.17	266.05
Total		(E)	386.14	424.35

Vendor financing arrangement:

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Vendor financing arrangement from Banks	- Lien over Debt Service Reserve account - Secured over future cash flows linked to selected secured tenancy contracts and rent receivables and personal guarantee of directors* and corporate guarantee of SNS Infrarealty LLP and NS Niketan LLP	9.60%	2.27	-
Total		(F)	2.27	-
		(A+B+C+D+E+F)	3,911.26	4,254.92
Less : Impact due to effective interest rate method			(18.85)	(23.89)
			3,892.41	4,231.03

* Directors in above mentioned notes refers to Neetish Sarda and Harsh Binani.

21.2 Detail of unsecured borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
	Principal	Principal
21.2.1 Inter- corporate deposits		
21.2.1.1 From other parties		
	Agreement date	Repayment/ maturity date
	Interest rate (per annum)	
Blackcherry Commosale Private Limited	May 11, 2024	September 4, 2024
	12%	
	-	17.50
	(A)	17.50

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

Particulars	As at March 31, 2025	As at March 31, 2024
	Principal	Principal
21.2.2 Vendor financing arrangement		
A.Treds Limited (refer note 21.5)	85.29	24.97
(B)	85.29	24.97
(A+B)	85.29	42.47

Notes:

21.3. Interest accrued and payable were paid before the balance sheet and hence there was no outstanding balance in interest accrued.

21.4. Refer note 38.2.1.5 for maturity profile of borrowings.

21.5. During the year ended March 31, 2024, the Company has registered on a digital platform for invoice discounting called Invoicemart (A.Treds Limited). The rate of interest is to be decided through a transparent bidding system by registered financiers on the platform, which is to be recovered upfront at the time of discounting for the entire usance period.

22. PROVISIONS

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Provision for employee benefits:		
- Provision for gratuity (refer note 36)	19.91	14.50
- Provision for compensated absences	15.00	12.99
Other provisions:		
- Asset retirement obligation (refer note 22.1)	33.31	23.94
Total	68.22	51.43
Current		
Provision for employee benefits:		
- Provision for gratuity (refer note 36)	4.87	4.30
- Provision for compensated absences	4.57	4.13
Other provisions:		
- Provision for contingencies (refer note 22.1)	4.28	0.98
- Asset retirement obligation (refer note 22.1)	1.33	-
Total	15.05	9.41

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Note:

22.1. Movement of other provisions:

Particulars	Provision for contingencies	Asset retirement obligations
As at April 1, 2023	0.90	19.58
Addition during the year	0.08	2.94
Interest accrued during the year	-	1.42
As at March 31, 2024	0.98	23.94
Addition during the year	3.30	8.41
Interest accrued during the year	-	2.29
As at March 31, 2025	4.28	34.64

23. TRADE PAYABLES

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro and small enterprises	115.78	20.59
Total outstanding dues to creditors other than micro and small enterprises	1,037.84	1,174.52
Total	1,153.62	1,195.11

Note:

23.1 The average credit period on purchases of goods and services is 30 days, except for brokerage & commission and manpower services which is 90 days.

23.2 Refer note 37 for trade payables to related parties.

23.3 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2025	As at March 31, 2024
(I) (a) the principal amount remaining unpaid to any supplier (including payables on purchase of property, plant and equipment amounting ₹ 85.03 million (March 31, 2024 : ₹ 75.21 million)) as at the end of each accounting year	200.81	95.80
(b) interest due thereon	3.30	0.08
(II) Amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(III) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
(IV) Amount of interest accrued and remaining unpaid at the end of each accounting year	4.28	0.98

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Particulars	As at March 31, 2025	As at March 31, 2024
(V) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006	-	-

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management.

Trade payables ageing

As at March 31, 2025

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Dues to micro and small enterprises (A)	38.21	29.87	45.75	1.93	0.02	-	115.78
(ii) Dues to others (B)	441.78	361.88	212.06	10.47	0.79	0.88	1,027.86
(iii) Disputed dues to micro and small enterprises (C)	-	-	-	-	-	-	-
(iv) Disputed dues to others (D)	-	-	-	9.53	-	0.45	9.98
Total dues to micro and small enterprises (A+C)							115.78
Total others (B+D)							1,037.84

As at March 31, 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Dues to micro and small enterprises (A)	-	11.83	8.31	-	-	-	20.14
(ii) Dues to others (B)	214.17	552.07	394.88	1.08	1.87	0.92	1,164.99
(iii) Disputed dues to micro and small enterprises (C)	-	-	-	-	-	0.45	0.45
(iv) Disputed dues to others (D)	-	-	9.53	-	-	-	9.53
Total dues to micro and small enterprises (A+C)							20.59
Total others (B+D)							1,174.52

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

24. OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Security deposits	2,534.83	2,308.80
Total	2,534.83	2,308.80
Current		
Security deposits	2,515.26	1,742.57
Payables on purchase of property, plant and equipment (refer note 24.1)	698.64	462.18
Interest accrued but not due on borrowings	19.63	21.25
Employee Payables	67.44	21.12
Others	1.87	-
Total	3,302.84	2,247.12

Note:

24.1. Includes amount due to micro and small enterprises amounting ₹ 85.03 million (March 31, 2024 - ₹ 75.21 million).

24.2. Refer note 37 for security deposits taken from related parties.

25. OTHER LIABILITIES

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Deferred revenue	432.54	366.76
Total	432.54	366.76
Current		
Deferred revenue	337.33	340.06
Statutory dues	79.73	65.78
Advance from customers	17.96	11.17
Total	435.02	417.01

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

26. REVENUE FROM OPERATIONS

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from lease rentals	12,620.97	9,972.21
Revenue from design and fitout service	347.04	-
Revenue from ancillary services	430.71	406.51
Total	13,398.72	10,378.72

Note :

26.1. Revenue from ancillary services and design and fitout services has been earned in India.

26.2. Revenue from ancillary services and design and fitout services are transferred to the customers over a period of time.

26.3. Refer note 12 and 16 for contract assets (unbilled revenue and trade receivables), and note 25 for contract liabilities (deferred revenue).

27. OTHER INCOME

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income earned on financial assets that are measured at amortised cost		
- Security deposits	250.71	286.64
- Interest income on bank deposits	28.32	74.99
- Interest income from subsidiaries	24.25	15.29
- Others	0.24	0.16
Income from reimbursement of fitout	17.60	17.64
Income from scrap sales	12.15	25.44
Others :		
- Interest income on income tax refund	24.99	-
- Liability/provision no longer required written back	-	14.32
- Gain on lease termination/reassessment (refer note 5.3)	-	310.86
- Gain on fair valuation of investment in mutual fund	7.21	4.28
- Gain on sale of mutual fund units	7.15	-
- Profit on sale of property, plant & equipment	1.02	-
- Others	0.16	2.98
Total	373.80	752.60

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

28. OPERATING EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Housekeeping, security, support service, plantation and pest control	985.69	780.08
Electricity and water charges	1,189.51	940.01
Building maintenance charges	805.16	694.44
Equipment and asset hire charges	70.65	47.69
Commission and brokerage	405.92	348.49
Communication expenses	60.11	63.61
Rent expense	237.69	95.01
Subcontracting costs	283.55	-
Freight and transportation	10.96	10.17
Parking charges	60.28	49.70
Total	4,109.52	3,029.20

29. EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	515.45	434.13
Contributions to provident fund and other funds	17.65	15.33
Gratuity expense (refer note 36)	7.02	6.25
Share based payment expense (refer note 43)	39.32	-
Staff welfare expenses	28.60	23.14
Total	608.04	478.85

30. FINANCE COSTS

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on:		
- Lease liabilities	2,770.58	2,498.10
- Borrowings	395.92	536.43
- Other financial liabilities that are measured at amortised cost	169.23	244.78
Others:		
- Interest on asset retirement obligation	2.27	1.42
- Others	1.82	2.45
Total	3,339.82	3,283.18

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

31. DEPRECIATION AND AMORTISATION EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on:		
- Property, plant and equipment (refer note 4)	1,745.24	1,520.75
- Right-of-use assets (refer note 5)	4,396.57	3,186.14
Amortisation on intangible assets (refer note 7)	11.08	3.08
Total	6,152.89	4,709.97

32. OTHER EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Business development	36.11	26.56
Legal and professional charges (refer note 32.1)	41.18	59.60
Travelling expenses	32.84	25.59
Postage and stationery	12.63	13.87
Consultancy expenses	26.53	14.58
Capital work-in-progress/property, plant and equipment written off	25.94	52.22
Rates and taxes	13.87	12.98
Allowance for doubtful debts and advances	21.43	5.54
Provision for customer claims	33.22	-
Provision for contingencies	3.30	0.08
Information technology expenses	52.29	30.42
Insurance charges	12.02	6.09
Loss on sale of property, plant & equipment	-	0.49
Miscellaneous expenses	26.42	17.51
Total	337.78	265.53

Note:

32.1. Legal and professional (excluding GST) expenditure includes:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Payment to auditors :		
- Statutory audit	5.50	5.00
- Out of pocket expense	0.64	0.15
- IPO related services (including out of pocket expense)	20.59	-
Other adjustments*	(20.59)	-
Total	6.14	5.15

*Refer note 15.2 for IPO related services

32.2. The Company has not earned net profit in three immediately preceding financial years, therefore, there was no amount as per Section 135 of the Act which was required to be spent on CSR activities in the current financial year by the Company.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

33. EARNINGS PER SHARE ('EPS')

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Basic and Diluted		
Loss for the year (a)	(617.37)	(470.24)
Nominal value of equity share (₹)	10.00	10.00
Total number of equity shares outstanding at the beginning of the year (in millions)	98.61	96.07
Total number of equity shares outstanding at the end of the year (in millions)	103.19	98.61
Weighted average number of equity shares outstanding during the year for computing Basic and Diluted EPS (b) (in millions)	102.22	96.36
Basic and Diluted earnings per share (a)/(b) (₹)	(6.04)	(4.88)

Note:

33.1. For the year ended March 31, 2024, the cumulative convertible preference shares classified as equity instruments are included as a part of Basic and Diluted EPS computation as these can be converted to equity shares at any point of time (refer note 20.2).

33.2. For the year ended March 31, 2025, employee stock options granted to certain eligible employees under ESOP scheme and share warrants (refer note 20.3) has not been considered in computing Diluted EPS since options and warrants are anti-dilutive in nature.

34. CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2025	As at March 31, 2024
A. Contingent liabilities		
Claims against the Company not acknowledged as debt:		
- Income tax matters (net of amount paid under protest)	1.99	1.45
- Indirect tax matters	-	6.80
B. Commitments		
Estimated amount of contracts remaining to be executed on property, plant and equipment and intangible assets and not provided for (net of related advances)	252.51	448.06
C. Others		
Letter of credit and guarantees excluding financial guarantees	12.89	15.89

Note:

34.1. Apart from the commitments disclosed above, the Company has no financial commitments other than those in the nature of regular business operations.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

35. SEGMENT REPORTING

The Company's primary business segment involves developing and licensing fully serviced office spaces in business centres. The Board of Directors of the Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Company performance, allocate resources based on the analysis of the various performance indicator of the Company as a single unit of coworking spaces. Therefore there are no separate reportable business segments as per Ind AS 108- "Operating Segments". The Company does not have any single external customer contributing to 10% or more of the company's revenue

Geographical Information:

There are no revenue from external customers and non current assets attributed to countries other than India.

36. EMPLOYEE BENEFIT PLANS

Defined contribution plans

The Company makes provident fund and employee state insurance contribution to a defined contribution retirement benefit plan for qualifying employees. The Company's contribution to the Employees provident fund and Employee state insurance is deposited with the Regional Provident Fund Commissioner and Employee State Insurance Corporation, respectively. Under the scheme, the Company is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits. The Company has recognised the following amounts in the Standalone Statement of Profit and Loss in the following years:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Provident fund contributions	17.46	15.13
Employee state insurance	0.19	0.20

Defined benefit plan:

Gratuity

a) The Company offers its employees defined-benefit plans in the form of a gratuity scheme. Benefits under the defined benefit plans are based on years of service and the employee's compensation (immediately before retirement). Benefits payable to eligible employees of the Company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the reporting date.

b) This plan typically expose the Company to actuarial risk such as: interest rate risk, longevity risk and salary risk.

Interest risk

A decrease in the bond interest rate will increase the plan liability.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(c) Significant actuarial assumptions

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
a) Discount rate(s)	6.99%	7.22%
b) Expected rate(s) of salary increase	9.50%	9.50%
c) Mortality table used	100% of ILAM (2012-14)	100% of ILAM (2012-14)
d) Attrition rate		
-Up to 30 years	45.92%	47.21%
-Ages 31-44 years	33.68%	37.06%
-Ages 44 & above	0.33%	0.00%
e) Rate of return on plan assets	N.A	N.A
f) Average remaining working lives of employees (in years)	26.38	26.21

The discount rate is based on prevailing market yields of Government of India bonds as at the reporting date for the expected term of obligation.

The estimates of future salary increases considered, takes into account the inflation, seniority, promotions and other relevant factors, such as supply and demand in the employment market.

(d) The following tables sets out the amount recognised in the Standalone Financial Statements in respect of gratuity:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
I. Amounts recognised in Standalone Statement of Profit and Loss in respect of these defined benefit plans are as follows:		
a) Current service cost	5.66	5.18
b) Past service cost	-	-
c) Net interest expense	1.36	1.07
Components of defined benefit costs recognised in Standalone Statement of Profit and Loss	7.02	6.25
Remeasurement on the net defined benefit liability		
a) Actuarial (gains)/loss arising form changes in financial assumptions	0.25	(0.07)
b) Actuarial (gains)/loss arising form changes in demographic assumptions	0.62	(1.17)
c) Actuarial (gains)/loss arising form experience adjustments	(0.68)	(0.64)
Components of defined benefit costs recognised in Other Comprehensive Income/ (Loss)	0.19	(1.88)
Total	7.21	4.37

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the Standalone Statement of Profit and Loss and the remeasurement of the net defined benefit liability is included in 'Other comprehensive income/ (loss)'.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Particulars	As at March 31, 2025	As at March 31, 2024
II. Net liability recognised in the Standalone Balance Sheet		
a) Present value of defined benefit obligation	24.78	18.80
b) Fair value of plan assets	-	-
c) Net liability recognised in Standalone Balance Sheet	24.78	18.80
d) Current portion of the above	4.87	4.30
e) Non current portion of the above	19.91	14.50
III. Change in the obligation during the year		
Present value of defined benefit obligation at the beginning of the year	18.80	14.96
Expenses recognised in Standalone Statement of Profit and Loss		
- Current service cost	5.66	5.18
- Interest expense	1.36	1.07
Recognised in other comprehensive income		
Remeasurement gains / (losses)		
- Actuarial gain/(loss) arising from:		
i. Financial assumptions	0.25	(0.07)
ii. Demographic assumptions	0.62	(1.17)
iii. Experience adjustments	(0.68)	(0.64)
Benefit payments	(1.23)	(0.53)
Present value of defined benefit obligation at the end of the year	24.78	18.80

(e) Sensitivity for significant actuarial assumption is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by +/- 0.5%, keeping all other actuarial assumptions constant:

Principal assumption	Changes in assumption	Impact on defined benefit obligation	Impact on defined benefit obligation
		Increase in assumption	Decrease in assumption
a) Discount rate			
As at March 31, 2025	0.5%	(0.62)	0.66
As at March 31, 2024	0.5%	(0.42)	0.45
b) Salary growth rate			
As at March 31, 2025	0.5%	0.45	(0.44)
As at March 31, 2024	0.5%	0.36	(0.35)

Notes:

- The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.
- The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous year.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

(f) Maturity profile of defined benefit obligation:

Particulars	As at March 31, 2025	As at March 31, 2024
Within 1 year	4.87	4.30
1 - 2 year	3.89	3.25
2 - 3 year	2.88	2.04
3 - 4 year	2.03	1.37
4 - 5 year	2.46	0.97
5 year onwards	8.65	6.86

(g) Weighted Average Duration of Defined Benefit Obligation (in years)- 2.77 years (March 31, 2024 -2.55 years)

(h) The Company expects to make a contribution of ₹ 9.40 million to the defined benefit plan during the next year.

37 RELATED PARTY TRANSACTIONS AND BALANCES

a. Names of related parties and related party relationships

Entities having significant influence over the Company

NS Niketan LLP
SNS Infrealty LLP

Subsidiaries

Smartworks Tech Solutions Private Limited (Formerly known as Smartworks Coliving Private Limited)
Smartworks Office Services Private Limited
Smartworks Stellar Services Private Limited
Smartworks Space Pte Ltd. (w.e.f. March 15, 2024) (refer note 9.2)

Key Management Personnel ('KMP')

Neetish Sarda (Managing director)
Harsh Binani (Wholetime director)
Sahil Jain (Chief financial officer) (w.e.f. July 19, 2024)
Punam Dargar (Company secretary)
V K Subburaj (Independent Director w.e.f. July 16, 2024)
Rajeev Rishi (Independent Director w.e.f. July 16, 2024)
Pushpa Mishra (Independent Director w.e.f. August 03, 2024)
Atul Gautam (Chairman and Non-Executive Director w.e.f. June 21, 2024)
Ho Kiam Kheong (Non-Executive (nominee) Director w.e.f. July 16, 2024)

Other related parties with whom transactions have taken place during the reporting periods

Relatives of KMPs

Saumya Binani

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Entities where Key Management Personnel and their relatives exercise significant influence

Vision Comptech Integrators Limited
Smart IT Services Private Limited
SML Smart Technologies Private Limited
Talbot & Co
Talbotforce Services Private Limited
Kalyankari Commercial LLP
Kripa Merchandise LLP
Simran Merchandise LLP
Snow Well Merchandise LLP
Jagadhatri Vyapaar Pvt Ltd

b. Related party transactions	Name of related party	For the year ended March 31, 2025	For the year ended March 31, 2024
Income from lease rental	Talbot & Co	0.42	0.13
	Talbotforce Services Private Limited	2.33	1.00
	Smartworks Tech Solutions Private Limited	0.85	1.80
	Smartworks Office Services Private Limited	0.14	0.07
	Smart It Services Private Limited	0.03	0.05
Income from ancillary services	Talbotforce Services Private Limited	-	0.11
Lease rental expense	Vision Comptech Integrators Limited	160.23	101.84
	Building maintenance	Vision Comptech Integrators Limited	-
Equipment hire charges	Talbotforce Services Private Limited	12.77	8.42
	Smart IT Services Private Limited	-	0.84
Information technology expenses	Talbotforce Services Private Limited	6.79	4.40
	Smartworks Tech Solutions Private Limited	4.55	3.25
Housekeeping & security charges	Talbotforce Services Private Limited	-	0.77
	Talbot & Co (refer note 37.3)	2.82	3.25
	Talbotforce Services Private Limited	948.74	725.45
Purchase Of property, plant and equipment	Talbotforce Services Private Limited	0.65	11.90
	Smart IT Services Private Limited	-	0.87
	Smartworks Stellar Services Private Limited	-	13.67
	Smartworks Tech Solutions Private Limited	22.12	15.07
Interest Income on borrowings given	Smartworks Stellar Services Private Limited	0.63	0.20
	Smartworks Office Services Private Limited	0.05	0.02
	Smartworks Space Pte. Ltd.	1.45	-
	Smartworks Tech Solutions Private Limited	-	-
Interest paid on borrowings taken	SML Smart Technologies Private Limited	-	0.79
	Vision Comptech Integrators Limited	-	6.19

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AS AT MARCH 31, 2025

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

Related party transactions	Name of related party	For the year ended March 31, 2025	For the year ended March 31, 2024
Reimbursements of other expenses incurred by Company	Vision Comptech Integrators Limited	-	4.87
	Smartworks Tech Solutions Private Limited	-	0.15
Reimbursements of amount received on behalf of related party	Smartworks Tech Solutions Private Limited	0.14	0.26
Reimbursements of other expenses incurred by related party	Vision Comptech Integrators Limited	27.06	28.40
	Talbotforce Services Private Limited	16.58	11.48
Remuneration to KMP	Neetish Sarda	18.08	11.44
	Harsh Binani	18.08	11.61
	Punam Dargar	2.22	1.64
	Sahil Jain	5.21	-
Consultancy fees paid to director	Atul Gautam	2.31	-
Directors sitting fees	V K Subburaj	0.50	-
	Rajeev Rishi	0.50	-
	Pushpa Mishra	0.28	-
Investment in subsidiary	Smartworks Space Pte. Ltd.	187.24	-
Security deposit taken	Smartworks Tech Solutions Private Limited	-	0.01
	Talbotforce Services Private Limited	0.50	-
	Talbot & Co	0.09	-
Borrowings given	Smartworks Tech Solutions Private Limited	58.50	119.74
	Smartworks Stellar Services Private Limited	0.96	8.17
	Smartworks Office Services Private Limited	0.43	0.15
	Smartworks Space Pte. Ltd.	18.66	-
Refund of security deposit taken	Smartworks Tech Solutions Private Limited	0.08	-
Refund of borrowings given	Smartworks Tech Solutions Private Limited	11.90	6.00
	Smartworks Stellar Services Private Limited	-	2.89
	Smartworks Space Pte. Ltd.	18.66	-
Borrowings taken	Vision Comptech Integrators Limited	-	15.00
Refund of borrowings taken	Vision Comptech Integrators Limited	-	100.00
	SML Smart Technologies Private Limited	-	15.00
ESOP Expenses to KMP's	Sahil Jain	4.57	-
	Punam Dargar	1.30	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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

c. Related party outstanding balances	Name of related party	As at March 31, 2025	As at March 31, 2024
Borrowings given	Smartworks Tech Solutions Private Limited	228.09	181.50
	Smartworks Stellar Services Private Limited	6.24	5.28
	Smartworks Office Services Private Limited	0.73	0.30
Amount payable to Subsidiary	Smartworks Space Pte. Ltd.	0.30	-
Unbilled revenue	Talbotforce Services Private Limited	-	0.10
	Smartworks Tech Solutions Private Limited	-	0.03
Trade payables	Talbot & Co	0.26	0.68
	Talbotforce Services Private Limited	349.14	388.89
	Vision Comptech Integrators Limited	2.10	2.20
	Smartworks Tech Solutions Private Limited	0.50	0.28
	Atul Gautam	0.23	-
	V K Subburaj	0.02	-
Employee payables	Rajeev Rishi	0.03	-
	Pushpa Mishra	0.03	-
	Neetish Sarda	3.41	0.66
	Harsh Binani	3.38	0.13
Security deposit taken	Punam Dargar	0.14	-
	Sahil Jain	0.37	-
	Smartworks Tech Solutions Private Limited	0.18	0.26
	Talbot & Co	0.09	-
Non-current investments	Talbotforce Services Private Limited	0.50	-
	Smartworks Office Services Private Limited	0.02	0.02
	Smartworks Tech Solutions Private Limited	0.10	0.10
	Smartworks Office Services Private Limited	0.10	0.10
Trade receivables	Smartworks Stellar Services Private Limited	0.10	0.10
	Smartworks Space Pte. Ltd.	187.24	-
	Talbotforce Services Private Limited	0.01	0.00

Notes:

37.1. Refer note 21.1 for the guarantees issued by related parties for the Company.

37.2. These figures are inclusive of taxes.

37.3. These expenses includes expenses that are under reverse charge mechanism.

d. Compensation of key management personnel

The remuneration of directors and other members including relatives of key management personnel during the year was as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Short-term benefits	43.59	24.69
Post-employment benefits	6.70	4.79
Share based payment expense	5.87	-
Total	56.16	29.48

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

38 FINANCIAL INSTRUMENTS

38.1. Categories of financial instruments

Particulars	Level	As at March 31, 2025			As at March 31, 2024		
		FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets							
Investments in mutual funds (Quoted)	Level 1	93.23	-	-	112.78	-	-
Investments in equity shares (Unquoted)	Level 3	16.40	-	-	-	-	-
Trade receivables		-	-	245.34	-	-	138.57
Cash and cash equivalents		-	-	392.36	-	-	385.93
Other bank balances		-	-	191.94	-	-	135.56
Loans		-	-	235.06	-	-	187.08
Other financial assets		-	-	2,662.98	-	-	2,223.35
Financial liabilities							
Lease liabilities		-	-	33,227.87	-	-	30,082.38
Borrowings		-	-	3,977.70	-	-	4,273.50
Trade payables		-	-	1,153.62	-	-	1,195.11
Other financial liabilities		-	-	5,837.67	-	-	4,555.92

At the end of the reporting period, there are no significant concentrations of credit risk for financial assets designated at FVTPL. The carrying amount reflected above represents the Company's maximum exposure to credit risk for such Financial assets.

The fair value of instruments measured at amortised cost is equivalent to the carrying cost of financial instruments.

Particulars	Level	As at March 31, 2025			As at March 31, 2024		
		Fair value	FVTOCI	Amortised cost	Fair value	FVTOCI	Amortised cost
Other financial assets - security deposits	Level 3	2,366.32	-	2,371.53	1,819.69	-	1,846.87
Interest rate used for fair valuation		6.50%			6.75%		
Other financial liabilities - security deposits	Level 3	5,061.55	-	5,050.09	4,069.53	-	4,051.37
Interest rate used for fair valuation		9.10%			9.05%		

The fair value of security deposits was estimated based on the contractual terms of the security deposits and parameters such as interest rates. Since, the data from any observable markets in respect of interest rates were not available, the interest rates were considered to be significant unobservable inputs to the valuation of these deposits.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

38.1.1 Fair values hierarchy

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

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

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

Level 3: unobservable inputs for the asset or liability.

38.2. Financial risk management objectives

While ensuring liquidity is sufficient to meet the Company's operational requirements, the Company's risk management committee also monitors and manages key financial risks relating to the operations of the Company by analysing exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest risk and price risk), credit risk and liquidity risk.

38.2.1. Market risk

38.2.1.1. Currency risk

Currency risk is the risk or uncertainty arising from possible currency movements and their impact on the future cash flows of a business. There are no material currency risk affecting the financial position of the Company as there are no material transactions in currency other than functional currency of the Company.

38.2.1.2. Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and floating rate loans and borrowings keeping in view of current market scenario.

Interest rate risk exposure

The Company's floating rate borrowing is subject to interest rate fluctuations. Below is the overall exposure of the borrowing (undiscounted):

Particulars	As at March 31, 2025	As at March 31, 2024
Floating rate borrowings	3,865.87	4,105.80
Fixed rate borrowings	130.68	191.59

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Sensitivity:

Profit or loss is sensitive to higher/ lower interest expense from floating rate borrowings as a result of changes in interest rates (for complete year on closing balance) :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Increase by 1%	38.66	41.06
Decrease by 1%	(38.66)	(41.06)

38.2.1.3. Price risk

The Company's exposure to price risk arises from investments held and classified as FVTPL. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

Sensitivity analysis:

Profit or loss is sensitive to higher/ lower prices of instruments classified as FVTPL on the Company's profit for the periods (for complete year on closing balance) :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Increase by 5%	5.48	5.64
Decrease by 5%	(5.48)	(5.64)

38.2.1.4. Credit risk management

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company under a financial instrument or customer contract leading to a financial loss. The Company is exposed to credit risk mainly with respect to trade receivables, investment in mutual funds, bank deposits and bank balances.

Trade receivables

The trade receivables of the Company are typically non-interest bearing and derived from sales made to a large number of independent customers. As the customer base is widely distributed both economically and geographically, there is minimal concentration of credit risk. The credit period provided by the Company to its customers generally ranges from 7 days.

The management performs ongoing assessment of trade receivables for each customer basis the terms and conditions of each contract to identify the material breach. Facts and circumstances relevant to each customer are reviewed by the management to assess credit risk. Receivables are credit impaired to the extent unsecured and there is no convincing evidence establishing collection of consideration in near future.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. Where the financial asset has been written-off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in the Standalone Statement of Profit and Loss.

Other financial instruments and bank deposits

The Company's treasury, in accordance with the board approved policy, maintains its cash and cash equivalents, deposits and investment in mutual funds with banks, financial and other institutions, having good reputation, past track record, and high credit rating. Similarly, counter-parties of the Company's other receivables carry either no

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

or very minimal credit risk. Further, the Company reviews the credit-worthiness of the counter-parties (on the basis of its ratings, credit spreads and financial strength) of all the above assets on an on-going basis, and if required, takes necessary mitigation measures.

38.2.1.5. Liquidity risk management

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities, security deposits from customers to meet the obligations when due. Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The Company has incurred loss for the year ended March 31, 2025 of ₹ 617.51 million (₹ 468.85 million for the financial year ended March 31, 2024) and as at that date, the current liabilities exceeded its current assets by ₹ 9,534.28 million (₹ 6,900.00 million as at March 31, 2024). The Company has a long term lease agreements with its customers, has generated positive cash flows from its operation, retained its existing customers and utilising the security deposits which are classified as current liabilities. Additionally, the Company has initiated plans to relocate to larger business centers to enhance cost efficiency and revenue potential and has obtained external borrowings as needed.

The Management have made an assessment of the Company's ability to continue as a going concern and have no reason to believe the Company will not be a going concern in the year ahead considering external funding arrangements with banks and other aforesaid initiatives.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows.

Particulars	Less than 1 year	1 year – 5 years	More than 5 years	Total	Carrying Amount
As at March 31, 2025					
Non-interest bearing					
Trade payable	1,153.62	-	-	1,153.62	1,153.62
Other financial liabilities	3,346.60	3,134.54	-	6,481.14	5,818.04
Fixed interest rate instruments					
Borrowings (including interest)	120.73	13.22	-	133.95	130.65
Lease liabilities	7,987.96	27,848.44	7,068.34	42,904.74	33,227.87
Variable interest rate instruments					
Borrowings (including interest)	1,996.83	2,459.37	25.56	4,481.76	3,847.05
Total	14,605.74	33,455.57	7,093.90	55,155.21	44,177.23

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Particulars	Less than 1 year	1 year – 5 years	More than 5 years	Total	Carrying Amount
As at March 31, 2024					
Non-interest bearing					
Trade payable	1,195.11	-	-	1,195.11	1,195.11
Other financial liabilities	2,204.75	2,894.92	-	5,099.67	4,534.67
Fixed interest rate instruments					
Borrowings (including interest)	160.66	45.03	-	205.69	190.93
Lease liabilities	6,293.39	23,473.58	11,168.73	40,935.70	30,082.38
Variable interest rate instruments					
Borrowings (including interest)	2,072.60	2,619.93	134.56	4,827.09	4,082.57
Total	11,926.51	29,033.46	11,303.29	52,263.26	40,085.66

38.3. Fair value measurement

During the year ended March 31, 2025 and year ended March 31, 2024, the Company has made investment in certain mutual fund schemes which are measured at Fair Value through Profit and Loss (FVTPL). NAV available as on March 31, 2025 and March 31, 2024 has been used to measure the investment and same is treated as Level 1 input.

38.4. Reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the statement of cash flows:

Standalone Balance Sheet caption	Standalone Statement of cash flows line item	Opening balance	Cash flows (net)	Non - Cash items			Closing balance
				Addition on account of ROU (Net of termination)	Reclassification from trade payables	Other adjustments	
For the year ended March 31, 2025							
Lease liabilities	Repayment of principal and interest portion of lease liabilities	30,082.38	(6,708.97)	7,213.24	(30.49)	2,671.71	33,227.87
Borrowings	Proceeds/repayments of borrowings (including short term except bank overdraft)	3,849.15	(261.34)	-	-	3.75	3,591.56
For the year ended March 31, 2024							
Lease liabilities	Repayment of principal and interest portion of lease liabilities	33,976.22	(5,536.33)	3,817.71	14.23	(2,189.45)	30,082.38
Borrowings	Proceeds/repayments of borrowings (including short term except bank overdraft)	4,195.34	(364.50)	-	-	18.31	3,849.15

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

39 CAPITAL MANAGEMENT

The purpose of the Company's capital management is to maintain an optimal capital structure to reduce the Cost of capital.

Management monitors capital on the basis of the carrying amount of equity and net debt (adjusted for cash and cash equivalents) as presented on the face of Standalone Balance Sheet.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Particulars	As at March 31, 2025	As at March 31, 2024
Borrowings	3,977.70	4,273.50
Less: Cash and cash equivalents	(392.36)	(385.93)
Less: Bank deposits including accrued interest	(387.02)	(486.89)
Less: Investment in mutual funds	(93.23)	(112.78)
Less: Security deposits (refer note 12.1 and 12.3)	(7.50)	(15.00)
Net Debt (A)	3,097.59	3,272.90
Total equity	1,133.57	543.88
Capital and net debt (B)	4,231.16	3,816.78
Gearing ratio (A/B)	73.21%	85.75%

Notes:

39.1 Net debt does not include lease liabilities.

40 The Board of Directors of the Company have not declared any dividend and accordingly no apportionment has been made with respect to dividend for cumulative convertible preference shares amounting to ₹ 77.16 million till the period ended August 13, 2024 (March 31, 2024 - ₹ 50.94 million).

Pursuant to "Waiver cum Amendment Agreement" between the Company and Space Solutions India Pte Ltd (formerly known as Lisbrine PTE. LTD.) (SSIPL) dated August 13, 2024, the CCPS holder waived off its rights to receive cumulative fixed preferential dividend in respect of the convertible preference share held by the Investor.

During the year ended March 31, 2025, the Company has converted 19,610,398 CCPS of face value of ₹ 10 each held by Space Solutions India Pte. Limited (formerly known as Lisbrine PTE. LTD.) (SSIPL) into 19,610,398 equity shares of face value of ₹ 10 each as per the terms and conditions stated in articles of association and the Shareholder's agreement.

41 The Company did not grant any loan or advance in the nature of loans to any of its promoters, directors, KMPs or other related parties, as defined under the Companies Act, 2013, in the current year and in the previous year.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

42 RELATIONSHIP WITH STRUCK OFF COMPANIES

Relationship with struck off Company	Nature of transactions	Name of struck off Company	Balance outstanding as on March 31, 2025	Balance outstanding as on March 31, 2024
Customers	Trade receivables	Estivus Overseas Management Private Limited	0.04	0.04
		Invanto India Private Limited	-	0.03
Vendors	Advances to suppliers	Chinni Beverages Private Limited	0.13	0.15
		Aazain Infotech Private Limited	0.04	0.04
	Capital advances	Spes Technologies India Private Limited	0.24	0.24

43 SHARE BASED PAYMENTS

Employee share option plan

The Company granted employee stock options to certain eligible employees under ESOP scheme named Smartworks Coworking Spaces Limited Employee Share Option Plan 2022 and as amended thereafter.

The ESOP plan was duly approved by the board of directors at their meeting held on July 31, 2024 and the shareholders of the Company by way of resolution passed at their Annual General Meeting held on August 3, 2024 for granting of aggregate 317,500 shares. These options would vest generally over 2 years from the date of grant as per the letter of grant executed between the Company and its employees. The Vested options will be exercised by the employee over 2 years from the vesting date which will be settled in equity shares of the Company. In determining which Employees may be granted Options and for determining the quantum of Options to be granted, the Committee/Board will take into account whether Options will provide additional incentive to Employees, whether such Options will promote the success of the relevant Company's business, the potential for future contribution to the relevant Company, integrity, number of employment years and any other factor(s) as deemed appropriate by the Committee/Board.

The following table summarises the movement in stock option granted and weighted average exercise price during the year :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Outstanding at the beginning of the year	-	-
Granted during the year	317,500	-
Exercised during the year	-	-
Forfeited during the year	16,000	-
Outstanding at the end of the year	301,500	-
Exercisable at the end of the year	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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The fair value of Employee Stock Options as on the date of grant was determined using the Black Scholes formula. The inputs used in the measurement of the fair values at the grant date of the equity settled share based payment plan is as follows :

Particulars	Employee stock options plan
Grant Date	1-Aug-24
Weighted average fair value (₹)	260.91
Expected Life (in years)	3.25
Volatility (%)	42.70%
Risk free Rate (%)	6.73%
Exercise Price (₹)	10.00

Expected term has been computed as the vesting term plus the midpoint of the remaining contractual term from the date of vesting. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of options is indicative of future trends, which may also not necessarily the actual outcome. The weighted average remaining contractual life of the option as on March 31, 2025 is 2.59 years.

Expenses arising from share based payment transactions

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Employee stock option scheme	39.32	-

44 AUDIT TRAIL

MCA vide its notification number G.S.R. 206(E) dated March 24, 2021 (amended from time to time) in reference to the proviso to Rule 3 (1) of the Companies (Accounts) Amendment Rules, 2021, introduced the requirement w.e.f. April 01, 2023, to only use such accounting software which has a feature of recording audit trail of each and every transaction.

The Company has assessed IT applications including supporting applications considering the guidance provided in "Implementation guide on reporting on audit trail under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 edition)" issued by the Institute of Chartered Accounts of India in February 2024, and identified applications that are relevant for maintaining books of accounts. During the year ended March 31, 2025, the Company has migrated to new accounting software from April 01, 2024. The Management had implemented audit trail feature over accounting software and one supporting software from December 26, 2024 and December 10, 2024, respectively.

During such year/period, as applicable, audit trail feature has operated effectively and there were no instances of audit trail feature being tampered with.

Furthermore, audit trail has been preserved by the Company as per the statutory requirements for record retention.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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

45 RATIOS

Ratio	Numerator	Denominator	March 31, 2025	March 31, 2024	% Variance	Remarks for variance more than 25%
Current Ratio (no. of times)	Current assets	Current liabilities	0.20	0.28	(28.57%)	Decrease on account of increase in current lease liabilities.
Debt-equity ratio (no. of times)*	Non-current borrowings (+) current borrowings (-) cash and bank balances	Equity	2.85	6.32	(54.91%)	Decrease on account of increase in equity due to fresh issue of shares
Debt service coverage ratio (no. of times)	Profit before depreciation, amortisation, finance costs, exceptional items, non-cash items and tax	Interest expenses (+) principal repayments of long-term debt (+) payment of lease liabilities	0.76	0.69	11.06%	Not applicable
Return on equity ratio - (no. of times)	Loss for the year	Average equity	(0.74)	(1.08)	31.48%	Increased on account of increase in equity due to fresh issue of shares.
Trade receivables turnover ratio - (no. of times)	Revenue from operations	Average trade receivables	69.80	74.17	(5.89%)	Not applicable
Trade payable turnover ratio - (no. of times)	Purchases of services and other expenses	Average trade payables	3.75	3.09	21.07%	Not applicable
Net capital turnover ratio - (no. of times)	Revenue from operations	Average working capital (i.e. current assets-current liabilities)	(1.63)	(1.89)	13.76%	Not applicable
Net profit ratio (%)	Loss for the year	Revenue from operations	(4.61%)	(5.00%)	7.85%	Not applicable
Return on capital employed (%)	Adjusted EBIT	Average capital employed**	64.00%	77.00%	(16.88%)	Not applicable
Return on investment (%)	Income generated from investments at FVTPL	Time weighted average investments at FVTPL	5.98%	7.81%	(23.44%)	Not applicable

* excluding lease liabilities

** Average capital employed = Average of (equity + net debt - current investments)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

46 In financial year 2021, certain anonymous mails/letters were received by Company's various stakeholders, wherein one of the shareholders of the Company appointed independent advocates ("Independent Advocates") for conducting financial / legal due diligence of such anonymous allegation mails / letters. Based on the due diligence performed by Independent Advocates and after considering the relevant underlying evidence, it was concluded that all such allegations appear to be baseless and devoid of any substance other than one matter which is sub-judice.

Further, the Company noted that certain anonymous and frivolous allegation mails / letters ("communications") have been received by the Company including through SEBI and merchant bankers, till the date of signing of these Standalone Financial Statements, having unsubstantiated allegations, inter alia, of irregularities in operation of the Company, illegal / unexplained source of funds, non-payment of borrowings and involvement in abetment to suicide by certain of its promoters, lack of internal financial controls, discrepancies /illegal activities of the Company, hiding of financial and operational liabilities of the Company, ongoing investigations by various regulatory authorities against the Company, certain of its promoters and certain companies in the Company.

The Board of Directors of the Company have considered and analysed the communications and concluded that such allegations are baseless and frivolous and there is no impact on the operations and the Standalone Financial Statements of the Company.

47 OTHER STATUTORY INFORMATION

- (i) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company have not traded or invested in Crypto currency or Virtual Currency.
- (iii) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iv) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (v) The Company has not entered into any such 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).
- (vi) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (vii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

(viii) The details of loans, guarantees and investments under Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows :

- (a) details of investments in subsidiaries made by the Company are disclosed in Note 9.
- (b) details of loans given by the Company to subsidiaries are disclosed in Note 11.

For and on behalf of the Board of Directors of
Smartworks Coworking Spaces Limited
(Formerly known as Smartworks Coworking Spaces Private Limited)

Sd/-
Neetish Sarda
Managing Director
DIN: 07262894
Place: Gurugram
Date: June 13, 2025

Sd/-
Sahil Jain
Chief Financial Officer
Place: Gurugram
Date: June 13, 2025

Sd/-
Harsh Binani
Wholetime Director
DIN: 07717396
Place: Gurugram
Date: June 13, 2025

Sd/-
Punam Dargar
Company Secretary (M. No.- A56987)
Place: Kolkata
Date: June 13, 2025

INDEPENDENT AUDITOR'S REPORT

To The Members of Smartworks Coworking Spaces Limited (formerly known as Smartworks Coworking Spaces Private Limited)

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying Consolidated Financial Statements of Smartworks Coworking Spaces Limited (the "Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group"), which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income/Loss), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred to in the Other Matters section below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, and their consolidated loss, their consolidated total comprehensive loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing ("SA"s) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group 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

Consolidated Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters section below is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board report including annexures to the Board's Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Board report is expected to be made available to us after the date of this auditor's report.
- Our opinion on the Consolidated Financial Statements does not cover the other information and will not express any form of assurance conclusion thereon.
- In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information identifiable above when it becomes available, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiaries will be traced from their financial statements audited by the other auditors.
- When we read the Board report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

RESPONSIBILITIES OF MANAGEMENT AND BOARD OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive gain, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably

be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated 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 financial controls 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 Parent has adequate internal financial controls 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 the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 Consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the

Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of entities included in the Consolidated Financial Statements of which we are the independent auditors. For the entities included in the Consolidated Financial Statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Statements.

We communicate with those charged with governance of the Parent and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

OTHER MATTERS

- We did not audit the financial statements of three subsidiaries, whose financial statements reflect total assets of ₹ 208.49 million as at March 31, 2025, total revenues of ₹ 57.12 million and net cash inflow amounting to ₹ 2.04 million for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable that:
 - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
 - In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept by the Group including relevant records so far as it appears from our examination of those books and the reports of the other auditors except for complying with the requirement of audit trail for a specific period during the year, as stated in (i)(vi) below.
 - The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income/Loss, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - In our opinion, the aforesaid Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act.
 - On the basis of the written representations received from the directors of the Parent as on March 31, 2025 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

- f) The modification relating to the maintenance of accounts related to audit trail for a specified period, is as stated in paragraph (b) above.
- g) With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls of Parent.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information the remuneration paid by the Parent to the directors during the year is in accordance with the provisions of section 197 of the Act and subsidiary companies incorporated in India being a private limited companies, section 197 of the Act related to managerial remuneration is not applicable.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 32 to the Consolidated Financial Statements;
 - ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent and its subsidiary companies incorporated in India.
 - iv) (a) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the note 47(iii) to the Consolidated

Financial Statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries, to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the note 47(iv) to the Consolidated Financial Statements, no funds have been received by the Parent or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent or any of such subsidiaries, shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided

under (a) and (b) above, contain any material misstatement.

- v) The Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have not declared or paid any dividend during the year and have not proposed final dividend for the year.
- vi) Based on our examination which included test checks and based on the auditor's report of respective auditors of the subsidiaries incorporated in India whose financial statements have been audited under the Act, the Parent Company has used accounting software and other related software for maintaining its books of account for the financial year ended March 31, 2025 which have the feature of recording audit trail (edit log) facility where Audit trail facility (edit log) over accounting software and related software was operated for the part of the year for all relevant transactions recorded in the software systems. Further, respective management of the subsidiaries, incorporated in India has used the accounting software which has a feature of audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software.

Further, during the course of our audit, we and respective other auditors, whose reports have been furnished to us by

the Management of the Parent, have not come across any instance of the audit trail feature being tampered with during the year/period, as applicable, for which audit trail was enabled and operated.

The audit trail has been preserved by the Company and above referred subsidiaries as per the statutory requirements for record retention (refer note 42 to the Consolidated Financial Statements).

- 2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the Consolidated Financial Statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)

Nilesh H. Lahoti
Partner

Place: Gurugram (Membership No. 0130054)
Date: June 13, 2025 (UDIN: 25130054BMKMG6247)

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS UNDER CLAUSE (h) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (THE “ACT”)

In conjunction with our audit of the Consolidated Financial Statements of the Company as at and for the year ended March 31, 2025, we have audited the internal financial controls with reference to Consolidated Financial Statements of Smartworks Coworking Spaces Limited (formerly known as Smartworks Coworking Spaces Private Limited) (hereinafter referred to as the “Parent”), as of that date.

MANAGEMENT’S AND BOARD OF DIRECTORS’ RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company’s management and Board of Directors of the Parent, are responsible for establishing and maintaining internal financial controls with reference to Consolidated Financial Statements based on the internal control with reference to Consolidated 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 issued by the Institute of Chartered Accountants of India (the “ICAI”) (the “Guidance Note”). 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 its business, including adherence to the Parent’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 Companies Act, 2013.

AUDITOR’S RESPONSIBILITY

Our responsibility is to express an opinion on the Parent’s internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to Consolidated Financial Statements. 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 Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Parent’s internal financial controls with reference to Consolidated Financial Statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

A company’s internal financial control with reference to Consolidated 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 control with reference to Consolidated Financial Statements includes 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.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO CONSOLIDATED FINANCIAL STATEMENTS

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

OPINION

In our opinion to the best of our information and according to the explanations given to us, the Parent, has, in all

material respects, an adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2025, based on the Guidance Note.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm’s Registration No. 117366W / W-100018)

Nilesh H. Lahoti
Partner

Place: Gurugram (Membership No. 0130054)
Date: June 13, 2025 (UDIN: 25130054BMKMGP6247)

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2025

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

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	4	11,379.92	9,638.61
(b) Right-of-use assets	5	26,281.86	24,402.60
(c) Capital work-in-progress	6	1,354.80	633.09
(d) Intangible assets	7	141.88	75.56
(e) Intangible assets under development	8	32.83	85.55
(f) Financial assets			
(i) Investments	9	109.63	112.78
(ii) Other financial assets	10	2,290.14	1,560.99
(g) Deferred tax assets (net)	11	1,335.99	1,172.11
(h) Income tax assets (net)	12	127.06	406.23
(i) Other non-current assets	13	901.86	731.73
		43,955.97	38,819.25
2 Current assets			
(a) Financial assets			
(i) Trade receivables	14	255.31	140.92
(ii) Cash and cash equivalents	15	496.71	387.60
(iii) Other bank balances	16	192.59	136.16
(iv) Other financial assets	10	424.09	664.24
(b) Other current assets	13	1,183.87	1,322.67
		2,552.57	2,651.59
TOTAL (1+2)		46,508.54	41,470.84
EQUITY AND LIABILITIES			
3 Equity			
(a) Equity share capital	17	1,031.90	790.13
(b) Other equity	18	46.91	(290.06)
Total equity		1,078.81	500.07
Liabilities			
4 Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities		28,027.65	26,295.10
(ii) Borrowings	19	2,160.26	2,397.48
(iii) Other financial liabilities	22	2,570.30	2,308.80
(b) Provisions	20	71.20	52.60
(c) Other non-current liabilities	23	434.10	366.76
		33,263.51	31,420.74
5 Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities		5,368.38	3,787.28
(ii) Borrowings	19	1,817.44	1,876.02
(iii) Trade payables			
- total outstanding dues of micro enterprises and small enterprises	21	116.56	20.95
- total outstanding dues of creditors other than micro enterprises and small enterprises	21	1,042.24	1,177.17
(iv) Other financial liabilities	22	3,340.52	2,249.72
(b) Provisions	20	15.73	9.60
(c) Current tax liabilities (net)		0.96	-
(d) Other current liabilities	23	464.39	429.29
		12,166.22	9,550.03
TOTAL (3+4+5)		46,508.54	41,470.84

See accompanying notes forming part of the Consolidated Financial Statements (1-47)

As per our report of even date

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration Number: 117366 W/W-100018)

Sd/-
Nilesh H. Lahoti
Partner
Membership No: 130054
Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors of
Smartworks Coworking Spaces Limited
(Formerly known as Smartworks Coworking Spaces Private Limited)

Sd/-
Neetish Sarda
Managing Director
DIN: 07262894
Place: Gurugram
Date: June 13, 2025

Sd/-
Sahil Jain
Chief Financial Officer
Place: Gurugram
Date: June 13, 2025

Sd/-
Harsh Binani
Wholetime Director
DIN: 07717396
Place: Gurugram
Date: June 13, 2025

Sd/-
Punam Dargar
Company Secretary (M. No.- A56987)
Place: Kolkata
Date: June 13, 2025

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2025

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

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
REVENUE			
1 Revenue from operations	24	13,740.56	10,393.64
2 Other income	25	356.13	737.46
3 Total income (1+2)		14,096.69	11,131.10
EXPENSES			
(a) Operating expenses	26	4,160.34	3,029.41
(b) Employee benefits expense	27	653.69	496.08
(c) Finance costs	28	3,363.38	3,283.18
(d) Depreciation and amortisation expenses	29	6,359.98	4,727.20
(e) Other expenses	30	353.89	271.45
4 Total expenses		14,891.28	11,807.32
5 Loss before tax (3-4)		(794.59)	(676.22)
Tax expense/ (credit)			
(a) Current tax	11	0.96	-
(b) Deferred tax	11	(163.76)	(176.65)
6 Total tax credit		(162.80)	(176.65)
7 Loss for the year (5-6)		(631.79)	(499.57)
8 Other comprehensive income/(loss)			
Items to be reclassified to profit or loss			
- Net gain due to foreign currency translation differences		3.68	-
Items that will not be reclassified to profit or loss			
- Re-measurement of the defined benefit plan		(0.47)	1.73
- Tax related to above item	11	0.12	(0.49)
Total other comprehensive income for the year (net of tax)		3.33	1.24
9 Total comprehensive loss for the year (7+8)		(628.46)	(498.33)
Loss per share (face value of ₹ 10 each)			
Basic	31	(6.18)	(5.18)
Diluted	31	(6.18)	(5.18)

See accompanying notes forming part of the Consolidated Financial Statements (1-47)

As per our report of even date

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration Number: 117366 W/W-100018)

Sd/-
Nilesh H. Lahoti
Partner
Membership No: 130054
Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors of
Smartworks Coworking Spaces Limited
(Formerly known as Smartworks Coworking Spaces Private Limited)

Sd/-
Neetish Sarda
Managing Director
DIN: 07262894
Place: Gurugram
Date: June 13, 2025

Sd/-
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Chief Financial Officer
Place: Gurugram
Date: June 13, 2025

Sd/-
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Wholetime Director
DIN: 07717396
Place: Gurugram
Date: June 13, 2025

Sd/-
Punam Dargar
Company Secretary (M. No.- A56987)
Place: Kolkata
Date: June 13, 2025

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2025

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

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flows from operating activities:		
Loss before tax	(794.59)	(676.22)
Adjustments for:		
- Depreciation and amortization expenses	6,359.98	4,727.20
- Finance cost	3,363.38	3,283.18
- Revenue equalization reserve	(71.08)	(100.36)
- Interest income	(309.45)	(361.74)
- Liability/provision no longer required written back	-	(14.32)
- Gain on lease termination/reassessment	-	(310.86)
- Gain on fair valuation of investment in mutual fund	(7.21)	(4.28)
- Gain on sale of mutual fund units	(7.15)	-
- Capital work-in-progress/property, plant and equipment written off	25.94	52.22
- (Profit)/loss on sale of property, plant & equipment	(1.02)	0.49
- Share based payment expense	39.32	-
- Others	36.58	21.42
Operating cash flows before working capital changes	8,634.70	6,616.73
Changes in working capital		
- Trade receivables	(113.29)	(5.47)
- Trade payables	(39.07)	204.90
- Provisions	(3.04)	(5.34)
- Other financial and non-financial liabilities	1,051.09	1,131.29
- Other financial and non-financial assets	(549.40)	(321.19)
Cash generated from operating activities before tax	8,980.99	7,620.92
Income tax refund /(paid) (net)	304.17	(187.92)
Net cash generated from operating activities (A)	9,285.16	7,433.00
Cash flow from investing activities		
- Purchase of property plant and equipments, intangible assets and capital work-in-progress (net of capital advance)	(2,910.44)	(2,663.42)
- Sale of property plant and equipments (including sale and lease-back)	1.43	31.84
- Investment in mutual fund units	(1,615.01)	(108.50)
- Proceeds from sale of mutual fund units	1,648.93	-
- Investment in equity shares of other companies	(16.40)	-
- Proceeds from/ (investment in) bank deposits not considered as cash and cash equivalents (net)	98.34	739.66
- Interest received	32.38	78.83
Net cash used in investing activities (B)	(2,760.77)	(1,921.59)

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2025

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

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flow from financing activities		
- Proceeds from long term borrowings	1,158.71	1,575.20
- Repayment of long term borrowings	(1,465.12)	(1,868.45)
- Proceeds / (repayment) from short term borrowings (net)	45.09	(71.25)
- Proceeds from issue of equity shares and share warrants	1,165.50	355.62
- Proceeds from issue of cumulative convertible preference shares	2.88	328.12
- Interest paid on borrowings	(416.98)	(537.48)
- Interest paid on lease liabilities	(2,790.51)	(2,498.10)
- Expenses incurred for issue of equity shares	(0.49)	-
- Other borrowing cost paid	(16.32)	(17.23)
- Payment of principal portion of lease liabilities (including initial direct cost for acquiring right-of-use assets)	(4,059.83)	(3,038.23)
Net cash used in financing activities (C)	(6,377.07)	(5,771.80)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	147.32	(260.39)
Cash and cash equivalents at the beginning of the year	(36.75)	223.64
Effect of Exchange Fluctuation on the Cash and Cash equivalents	-	-
Cash and cash equivalents at the end of the year (refer note 15.2)	110.57	(36.75)

The above Consolidated Statement of Cash Flows has been prepared under the 'indirect method' as set out in Ind AS 7 'Statement of Cash Flows'.

See accompanying notes forming part of the Consolidated Financial Statements (1-47)

As per our report of even date

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration Number: 117366 W/W-100018)

Sd/-
Nilesh H. Lahoti
Partner
Membership No: 130054
Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors of
Smartworks Coworking Spaces Limited
(Formerly known as Smartworks Coworking Spaces Private Limited)

Sd/-
Neetish Sarda
Managing Director
DIN: 07262894
Place: Gurugram
Date: June 13, 2025

Sd/-
Harsh Binani
Wholetime Director
DIN: 07717396
Place: Gurugram
Date: June 13, 2025

Sd/-
Sahil Jain
Chief Financial Officer
Place: Gurugram
Date: June 13, 2025

Sd/-
Punam Dargar
Company Secretary (M. No. - A56987)
Place: Kolkata
Date: June 13, 2025

CONSOLIDATED STATEMENT OF CHANGES IN THE EQUITY

FOR THE YEAR ENDED MARCH 31, 2025

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

A. EQUITY SHARE CAPITAL

Particulars	Amount
As at April 01, 2023	776.91
Movement during the year :	
Shares issued under private placement	13.22
As at March 31, 2024	790.13
Movement during the year :	
Shares issued under private placement	37.17
Conversion of CCPS into equity shares	196.10
Conversion of warrants into equity shares	8.50
As at March 31, 2025	1,031.90

B. OTHER EQUITY

Particulars	Instruments classified as equity (refer note 18.2)	Reserves and surplus			Foreign Currency Translation Reserve	Share application money pending allotment	Money received against share warrants	Total
		Securities premium	Share based payment reserve	Retained earnings				
As at April 01, 2023	183.80	2,209.18	-	(2,857.36)	-	-	2.13	(462.25)
Issue of equity shares (refer note 17.6)	-	342.40	-	-	-	0*	-	342.40
Issue of cumulative convertible preference shares (refer note 17.7)	12.20	315.92	-	-	-	-	-	328.12
Loss for the year	-	-	-	(499.57)	-	-	-	(499.57)
Re-measurement of defined benefit plan (net of tax)	-	-	-	1.24	-	-	-	1.24
As at March 31, 2024	196.00	2,867.50	-	(3,355.69)	-	0*	2.13	(290.06)
Issue of equity shares (refer note 17.6)	-	962.58	-	-	-	-	-	962.58
Issue of cumulative convertible preference shares (refer note 17.7)	0.10	2.77	-	-	-	(0)*	-	2.87
Conversion of CCPS into equity shares	(196.10)	-	-	-	-	-	-	(196.10)
Conversion of warrants into equity shares (refer note 18.3)	-	159.38	-	-	-	-	(2.13)	157.25
Share based payment expense (refer note 18.4 and 41)	-	-	39.32	-	-	-	-	39.32
Expenses incurred for issue of equity shares	-	(0.49)	-	-	-	-	-	(0.49)
Net gain due to foreign currency translation differences	-	-	-	-	3.68	-	-	3.68
Loss for the year	-	-	-	(631.79)	-	-	-	(631.79)
Re-measurement of defined benefit plan (net of tax)	-	-	-	(0.35)	-	-	-	(0.35)
As at March 31, 2025	-	3,991.74	39.32	(3,987.83)	3.68	-	-	46.91

* amount less than five thousand are appearing as '0'.

See accompanying notes forming part of the Consolidated Financial Statements (1-47)

As per our report of even date

For **Deloitte Haskins & Sells LLP**
Chartered Accountants
(Firm Registration Number: 117366 W/W-100018)

Sd/-
Nilesh H. Lahoti
Partner
Membership No: 130054
Place: Gurugram
Date: June 13, 2025

For and on behalf of the Board of Directors of
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Sd/-
Neetish Sarda
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Sd/-
Punam Dargar
Company Secretary (M. No.- A56987)
Place: Kolkata
Date: June 13, 2025

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

1. CORPORATE INFORMATION

Smartworks Coworking Spaces Limited ('the Parent') (CIN - U74900DL2015PLC310656) is a public limited Company, domiciled in India. The Registered office of the Company is situated at Unit No. 305-310, Plot No. 9, 10 & 11, Vardhman Trade Centre, Nehru Place, New Delhi - 110019. The Parent Company together with its four subsidiaries is herein referred to as "the Group". The Group is engaged in the business of developing and licensing fully serviced office spaces including rendering of related ancillary services, software development and rendering of design and fitout services. Refer note 43 for details of investment in subsidiaries.

These Consolidated Financial Statements were authorised for issue in accordance with a resolution of the Board of Directors on June 13, 2025.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1. Basis of preparation and presentation

These Consolidated Financial Statements ("Consolidated Financial Statements") have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") as notified by the Ministry of Corporate Affairs ("MCA") under section 133 of the Companies Act, 2013 ("Act") read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other accounting principles generally accepted in India.

The Consolidated Financial Statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and Division II of Schedule III (as amended) to the Act to the extent applicable. Further, for the purpose of clarity, various items are aggregated in the Consolidated Balance sheet, Consolidated Statement of Profit and Loss, Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity. Nonetheless, these items are disaggregated separately in the notes to the Consolidated Financial Statements, where applicable or required.

All the amounts included in the Consolidated Financial Statements are reported in millions of Indian Rupee ('Rupee' or '₹') and are rounded off to the nearest million, except per share data and

unless stated otherwise. Further, due to rounding off, certain amounts are appearing as '0'.

The preparation of the said Consolidated Financial Statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgements in the process of applying the Group's accounting policies. The areas where estimates are significant to the Consolidated Financial Statements, or areas involving a higher degree of judgement or complexity, are disclosed in note 3.

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied by the Group, to all the periods presented in the said Financial Statements, except in case of adoption of any new standards and amendments during the period.

To provide more reliable and relevant information about the effect of certain items in the Consolidated Balance Sheet and Consolidated Statement of Profit and Loss, the Group has changed the classification of certain items.

The Consolidated Financial Statements have been prepared on the accrual and going concern basis, and the historical cost convention except where the Ind AS requires a different accounting treatment.

Current versus non-current classification

The Group presents assets and liabilities based on current/ non-current classification.

Assets:

An asset is treated as current when it is:

- Expected to be realised or intended to be sold 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.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Liabilities:

A liability is current when:

- (i) It is expected to be settled in normal operating cycle
- (ii) It is held primarily for the purpose of trading
- (iii) It is due to be settled within twelve months after the reporting period, or
- (iv) 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.

Deferred tax assets and liabilities, and all other assets and liabilities which are not current (as discussed in the above paragraphs) are classified as non-current assets and liabilities."

Operating cycle:

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services and the time between the rendering of service and their realization in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

Fair value measurement

Fair value is the price at the measurement date, at which an asset can be sold or a liability can be transferred, in an orderly transaction between market participants. The Group's accounting policies require, measurement of certain financial instruments at fair values (either on a recurring or non-recurring basis).

The Group is required to classify the fair valuation method of the financial assets and liabilities, either measured or disclosed at fair value in the Financial Information, using a three level fair-value-hierarchy (which reflects the significance of inputs used in the measurement). Accordingly, the Group uses valuation techniques that are appropriate in the

circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Basis of consolidation

The Parent Company consolidates entities which it controls. The Consolidated Financial Statement comprise the Financial Information of the Parent Company and its subsidiaries. Control exists when the parent has power over the entity, is exposed, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date the control commences until the date control ceases.

The Consolidated Financial Statements of the Group Companies are consolidated on a line-by-line basis and intra-Group balances and transactions including unrealised gain / loss from such transactions are eliminated upon consolidation. Accounting policies of the respective individual subsidiary are aligned wherever necessary to ensure consistency with the accounting policies that are adopted by the Group under Ind AS and other generally accepted accounting principles.

2.2. Amendments to Ind AS

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified amendment to Ind AS – 116 Leases applicable to the Group w.e.f. September 9, 2024. The Group has reviewed the amendment and based on its evaluation has determined that it does not have any significant impact on its Consolidated Financial Statements.

2.3. Functional and presentation currency

The Consolidated Financial Statements are presented in Indian rupees, which is the functional currency of the Group and the currency of the primary economic environment in which the Group operates.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

2.4. Use of estimates and judgement

The preparation of Consolidated Financial Statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. (refer note 3)

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

2.5 Revenue recognition

2.5.1. Operating revenue

Revenue from operations includes rental income for the use of co-working space, along with related ancillary services, software fees and income from rendering of designing services (design and fitout service).

Rental income

Revenue from leased out co-working spaces under an operating leases is recognized on a straight line basis over lease term, except where there is an uncertainty of ultimate collection.

The Group assesses the lease term based on the customer portfolio to determine whether it is reasonably certain that any options to extend or terminate the contract will be exercised. The Group has determined the lease term as the non-cancellable term or contract term based on the customer portfolio.

After the lease term, rental revenue is recognized as and when services are rendered on a monthly basis as per the contractual terms prescribed under agreement entered with customers. Initial direct costs, such as commissions, incurred by the Group in negotiating and arranging a lease are deferred and allocated to income over the lease term for revenue, which has been presented as 'Prepayments' in Consolidated Balance Sheet.

Design and fitout service

Design and fitout service where the Group is acting as a contractor, revenue is recognized in accordance with the terms of the construction agreements. Under such contracts, assets created does not have an alternative use and the Group has an enforceable right to payment.

The Group uses cost based input method for measuring progress for performance obligation satisfied over time. Under this method, the Group recognizes revenue in proportion to the actual project cost incurred as against the total estimated project cost. The management reviews and revises its measure of progress periodically and are considered as change in estimates and accordingly, the effect of such changes in estimates is recognised prospectively in the period in which such changes are determined. However, when the total project cost is estimated to exceed total revenues from the project, the loss is recognized immediately.

As the outcome of the contracts cannot be measured reliably during the early stages of the project, contract revenue is recognized only to the extent of costs incurred in the Consolidated Statement of Profit and Loss.

Software Fees

Revenue from contracts with customers for software fees is recognized when control of services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services.

Ancillary services

Revenue from contracts with customers for ancillary services (such as meeting room charges, one-time setup costs, parking charges, internet fees, electricity charges, facility management services etc.) is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Revenues in excess of invoicing are classified as unbilled revenue while invoicing and collection in excess of revenue are classified as deferred revenue. The Group presents service revenue net of indirect taxes in its Consolidated Statement of Profit and Loss.

2.5.2. Other income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

On disposal of an investment, the difference between the carrying amount and the disposal proceeds, net of expenses, is recognized in the Consolidated Statement of Profit and Loss.

2.6 Leases

2.6.1 Group as a lessee

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the

commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Depreciation is computed using the straight-line method from the commencement date to the end of the useful life of the underlying asset or the end of the lease term, whichever is shorter. If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using interest rate implicit in the lease or, if not readily determinable, using the Incremental borrowing rates that commensurate with the lease term (refer note 3.1.1). Subsequently, lease liabilities are measured at amortized cost using the effective interest method and remeasured to reflect any reassessment of options or lease modifications, or to reflect changes in lease payments, with a corresponding adjustment to the ROU asset or Statement of Profit and Loss if the ROU asset has been reduced to zero.

Asset retirement obligation is determined at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular right-of-use asset on initial recognition.

2.6.2 Group as a lessor

Leases in which the Group transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognized as a receivable at an amount equal to the net investment in the lease. After initial recognition, the Group apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognized in the Consolidated Statement of Profit and Loss.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in property, plant and equipment and right of use assets. Management recognised lease income on an operating lease is recognized in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term on reasonable basis.

2.7 Foreign currency transactions and balances

Transactions in currencies other than the Group's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognized in Consolidated Statement of Profit and Loss in the period in which they arise.

The assets and liabilities of foreign operations are translated into Rupees at the exchange rates prevailing at the reporting date whereas their Statements of Profit and Loss are translated into Rupees at daily average exchange rates and the equity is recorded at the historical rate. However, if exchange rates fluctuate significantly during the period, the exchange rates at the date of transactions are used. The resulting exchange differences arising on the translation are recognised in OCI and held in foreign currency translation reserve ('FCTR'), a component of equity. On disposal of a foreign operation (that is, disposal involving loss of control), the component of OCI relating to that particular foreign operation is reclassified to profit or loss.

2.8 Employee benefits

The Group's employee benefit mainly includes salaries, bonuses, defined contribution absences and defined benefit plans. The employee benefits are recognised in the period in which the associated services are rendered by the Group employees. Short term employee benefits are recognised

in Consolidated Statement of Profit and Loss at undiscounted amounts during the period in which the related services are rendered.

2.8.1 Short-term benefits

Liabilities for salaries, including non-monetary benefits (such as compensated absences) that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Consolidated Balance Sheet.

2.8.2 Long term benefits

Compensated absences

Compensated absences benefits comprises of encashment and availment of leave balances that were earned by the employees over the period of past employment. The Group provides for the liability towards the said benefits on the basis of actuarial valuation carried out as at the reporting date, by an independent qualified actuary using the projected-unit-credit method. The related re-measurements are recognised in the Consolidated Statement of Profit and Loss in the period in which they arise.

2.8.3 Post-employment obligations

Defined benefit plans

The Group has defined benefit plan namely gratuity. The said plan requires a lump-sum payment to eligible employees (meeting the required vesting service condition) at retirement or termination of employment, based on a pre-defined formula. The cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

- net interest expense or income; and
- remeasurement

The Group presents the first two components of defined benefit costs in Consolidated Statement of Profit and Loss. Curtailment gains and losses are accounted for as past service costs. Past service cost is recognized in Consolidated Statement of Profit and Loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the Consolidated Statement of Changes in Equity and in the Consolidated Balance Sheet.

Defined contribution plans

The Group has defined contribution plans for post-employment benefit namely the provident fund and employee state insurance scheme. The Group's contribution thereto is charged to the Consolidated Statement of Profit and Loss. The Group has no further obligations under these plans beyond its periodic contributions.

2.8.4 Share based payments

Employees of the Group receives remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments.

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using Black Scholes valuation model. The grant date fair value of options granted to employees is recognised as employee benefit expense with a corresponding increase in employee stock options reserve, over the period in which the eligibility conditions are fulfilled and the

employees unconditionally become entitled to the awards. The cumulative expense recognised for equity settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

The Consolidated Statement of Profit and Loss for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

2.9 Finance costs

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are charged to the Consolidated Statement of Profit and Loss for the period for which they are incurred.

2.10 Taxation

Income tax expense represents the sum of the current tax and deferred tax.

2.10.1 Current tax

The current tax is based on taxable profit for the period. Taxable profit differs from 'Profit Before Tax' as reported in the Consolidated Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates applicable for the respective year.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

2.10.2 Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Consolidated Financial Statements and their tax bases. Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and incurred tax losses 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 recognized if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year 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 liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.10.3 Current and deferred tax

Current and deferred tax are recognized in the Consolidated Statement of Profit and Loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

2.11 Property, plant and equipment ('PPE')

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

Cost comprises of the purchase price including freight and non-refundable taxes, and directly attributable expenses incurred to bring the asset to the location and condition necessary for it to be capable of being operated in the manner intended by management.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

Cost incurred for expected fit-out period is capitalised as part of leasehold improvement, as this cost is attributable to bring the asset in necessary condition for its intended use. (refer note 3.1.2)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced. The other repairs and maintenance are charged to the Consolidated Statement of Profit and Loss during the reporting period in which they are incurred.

2.11.1 Depreciation method, estimated useful lives and residual value

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Residual value is estimated to be five percent of total cost of asset, except for certain leasehold improvement and electrical equipment classes of assets where it is estimated to be nil.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Depreciation on property, plant and equipment is computed using the straight-line method over the estimated useful lives. The management basis its past experience and technical assessment has estimated the useful lives, which is at variance with the life prescribed in Part C of Schedule II to the Act and has accordingly, depreciated the assets over such useful lives. The Group has established the estimated range of useful lives for different categories of property, plant and equipment as follows :

Categories	Useful life (in years)
Leasehold improvement	Lease term or 10 years, whichever is less
Electrical installations and equipment	10
Plant and equipment	15
Furniture and fixtures	3-10
Vehicles	8-10
Computer and data processing unit	3-6
Office equipment	3-10

The useful lives, residual values and depreciation method of PPE are reviewed, and adjusted appropriately, at least as at each financial year end so as to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets. The effect of any change in the estimated useful lives, residual values and / or depreciation method are accounted prospectively, and accordingly the depreciation is calculated over the PPE's remaining revised useful life.

2.11.2 Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

Any gain or loss arising on the disposal or retirement of an item of plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the

asset and is recognised in the Consolidated Statement of Profit and Loss.

Gains and losses on disposal are determined by comparing proceeds with carrying amount. These are included in the Consolidated Statement of Profit and Loss within other gains / (losses).

2.11.3 Capital work in progress

Capital work in progress is stated at cost less impairment losses. Such expenditure includes the cost of materials and goods purchased or acquired with the intention of creating any capital asset and the project site and cost incurred for expected fit-out period which is attributed to the property, plant and equipment.

2.12 Intangible assets

2.12.1 Initial measurement

Software (both purchased and internally generated) which is not an integral part of related hardware, is treated as intangible asset and stated at cost on initial recognition and subsequently measured at cost less accumulated amortization and accumulated impairment loss, if any.

2.12.2 Internally-generated intangible assets

Expenditure on research activities for internally generated intangible assets is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure on direct salary incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in the Consolidated Statement of Profit and Loss in the period in which it is incurred.

2.12.3 Subsequent measurement

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the cost incurred will flow to the Group and the cost of the item can be measured reliably. All other expenditure is recognized in the Consolidated Statement of Profit and Loss.

2.12.4 Derecognition policy

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in the Consolidated Statement of Profit and Loss when the asset is derecognised.

2.12.5 Amortisation method and periods

Intangible assets i.e. software are amortised on a straight line basis over its estimated useful life i.e. 3 years. The estimated useful life and amortisation method are reviewed at the end of each reporting year, with the effect

of any changes in estimate being accounted for on a prospective basis.

2.13 Impairment of non-financial assets

At the end of each reporting year, the Group reviews the carrying amounts of its impairment of non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Consolidated Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Consolidated Statement of Profit and Loss.

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2.14 Provisions and contingencies

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Asset retirement obligations (ARO) are provided for those operating lease arrangements where the Group has a binding obligation at the end of the lease period to restore the leased premises in a condition similar to inception of lease.

Asset retirement obligation are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular asset. The cash flows are discounted using incremental borrowing rate that reflects the risks specific to the site restoration obligation. The unwinding of the discount is expensed as incurred and recognized in the Consolidated Statement of Profit and Loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.15 Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

The Group determines the classification of its financial instruments at initial recognition.

2.16 Financial assets

2.16.1 Initial recognition and measurement

At initial recognition, financial asset (except trade receivables which do not contain a significant financing component are measured at transaction price) is measured at its fair value plus, in the case of a financial asset not at fair value through Profit and Loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through Profit and Loss are expensed in the Consolidated Statement of Profit and Loss.

2.16.2 Subsequent measurement

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through Profit and Loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Profit and Loss or other comprehensive income. Investments in debt mutual funds are measured at fair value through Profit and Loss as per the business model and contractual cash flow test.

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2.16.3 Impairment of financial assets

The Group assesses at each Balance Sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. For other financial assets carried at amortised cost the Group assesses, on a forward looking basis, the expected credit losses associated with such assets and recognises the same in Consolidated Statement of Profit and Loss.

2.16.4 Cash and cash equivalents

For the purpose of presentation in the Consolidated Statement of Cash Flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments, other than which are lien against borrowings, with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the Consolidated Balance Sheet.

2.16.5 Derecognition of financial assets

The Group derecognises financial assets in accordance with the principles of Ind AS 109 which usually coincides receipt of payment or write off of the financial asset.

2.17 Financial liabilities and equity instruments

2.17.1 Classification of debt or equity

Debt and equity instruments issued by a Group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

2.17.2 Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group entity are recognised at the proceeds received, net of direct issue costs.

2.17.3 Financial liabilities

Classification : The Group classifies all financial liabilities as subsequently measured at amortised cost.

Initial recognition and measurement : All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Loans and borrowings : After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in the Consolidated Statement of Profit and Loss when the liabilities are derecognised. Amortised cost is calculated by taking into account any discount or premium on acquisition and transactions costs. The EIR amortisation is included as finance costs in the Consolidated Statement of Profit and Loss.

2.17.4 Foreign exchange gains and losses

For financial liabilities that are denominated in a foreign currency and are measured at amortised cost at the end of each reporting period, the foreign exchange gains and losses are determined based on the amortised cost of the instruments and are recognised in the Consolidated Statement of Profit and Loss account.

2.17.5 Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

2.18 Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) attributable to the shareholders of the Group by the weighted average number of equity shares outstanding during the period.

Equity shares which are issuable upon the satisfaction of certain conditions resulting from contractual arrangements / shareholder agreement are considered outstanding and included in the computation of basic earnings per share from

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the date when all necessary conditions under the contract have been satisfied as on the Balance Sheet date.

Diluted earnings per share is computed by adjusting, the profit/ (loss) for the period attributable to the shareholders and the weighted average number of shares considered for deriving basic earnings per share, for the effects of all the shares that could have been issued upon conversion of all dilutive potential shares. The dilutive potential shares are adjusted for the proceeds receivable had the shares been actually issued at fair value. Further, the dilutive potential shares are deemed converted as at beginning of the period, unless issued at a later date during the period.

3 KEY SOURCES OF ESTIMATION UNCERTAINTIES AND CRITICAL JUDGEMENTS

In applying the Group's accounting policies, which are described in note 2 above, the directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognized and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors 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 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.

3.1 Critical judgements in applying the Group's accounting policies

3.1.1 Lease term - Group as a Lessee

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain.

The Group makes an assessment on the expected lease term on a lease-by-lease

basis and thereby assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Group considers factors such as any significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease and the importance of the underlying asset to the Group's operations taking into account the location of the underlying building and the availability of suitable alternatives. The Group has ascertained lease term as non-cancellable term.

3.1.2 Capitalisation of fit out period

Cost (depreciation on right of use asset, interest expense of lease liability, electricity charges, building maintenance charges, housekeeping & security charges, project and design related employee cost) for the expected fit-out period is capitalised as part of leasehold improvement, considering, this cost is attributable to bring the asset in necessary condition for its intended use. The fit out period has been determined by the management basis the historical experience and the size and complexities involved for development of property to make them available for intended use.

3.1.3 Incremental borrowing rate

The initial recognition of lease liabilities at present value requires the identification of an appropriate discount rate. The Group has determined the incremental borrowing rate based on considerations specific to the leases by taking consideration of the risk free borrowing rates as adjusted for country / group specific risk premiums (basis the readily available data points). The Group is considering fixed deposit rates as appropriate discount rates to get fair value of financials assets.

3.2 Key sources of estimation uncertainty

3.2.1 Taxes

Deferred tax assets are recognised for the unused tax losses for which there is probability of utilisation against the future taxable profit. Significant management judgement is required to determine the amount of deferred

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tax assets that can be recognised, based upon the likely timing and the level of future taxable profits, future tax planning strategies and recent business performances and developments (refer note 11).

3.2.2 Useful life of property, plant and equipment

As described at note 2.11.1 above, the Group reviews the estimated useful lives of PPE

at the end of each reporting period. After considering market conditions, industry practice, technological developments and other factors, the Group determined that the current useful lives of its PPE remain appropriate. Uncertainties in these estimate relate to technical and economic obsolescence that may change the utility of assets.

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Particulars	Leasehold improvement	Electrical installations/equipment	Plant and equipment	Furniture and fixtures	Vehicles	Computers and data processing units	Office equipment	Total
Gross carrying value								
As at April 01, 2023	4,855.57	911.49	900.70	3,146.12	21.21	373.27	148.04	10,356.40
Additions	1,333.80	257.17	288.25	910.49	13.39	94.08	40.01	2,937.19
Disposals/adjustments	(146.98)	(2.08)	(6.90)	(112.60)	-	(8.30)	(29.82)	(306.68)
As at March 31, 2024	6,042.39	1,166.58	1,182.05	3,944.01	34.60	459.05	158.23	12,986.91
Additions	971.73	386.16	506.30	1,488.25	2.09	131.30	68.42	3,554.25
Exchange Difference	-	0.33	0.02	4.96	-	0.03	0.05	5.39
Disposals/adjustments	(18.20)	(4.26)	(0.74)	(23.17)	-	(8.87)	(1.22)	(56.46)
As at March 31, 2025	6,995.92	1,548.81	1,687.63	5,414.05	36.69	581.51	225.48	16,490.09
Accumulated depreciation								
As at April 01, 2023	963.01	172.70	115.13	610.52	3.61	146.64	51.91	2,063.52
Depreciation	860.74	103.99	70.35	394.63	3.07	63.06	25.28	1,521.32
Disposals/adjustments	(159.93)	(0.59)	(3.61)	(47.54)	-	(6.47)	(18.40)	(236.54)
As at March 31, 2024	1,663.82	276.10	181.87	957.61	6.68	203.23	58.99	3,348.30
Depreciation	956.39	131.76	94.04	523.95	4.23	62.45	28.91	1,801.73
Exchange Difference	-	0.01	-	0.17	-	-	-	0.18
Disposals/adjustments	(18.20)	(2.56)	(0.72)	(10.91)	-	(6.84)	(0.81)	(40.04)
As at March 31, 2025	2,602.01	405.31	275.19	1,470.82	10.91	258.84	87.09	5,110.17
Net carrying value								
As at March 31, 2024	4,378.57	890.48	1,000.18	2,986.40	27.92	255.82	99.25	9,638.61
As at March 31, 2025	4,393.91	1,143.50	1,412.44	3,943.23	25.78	322.67	138.40	11,379.92

Note:

4.1. Refer note 19.1 for hypothecation / lien.

4.2. Refer note 32 of contractual commitment for acquisition of property, plant and equipment.

4.3. Property, plant and equipment are provided for coworking spaces to customers on lease except for vehicles and certain other assets.

4.4. The Group has capitalised borrowing cost of ₹ 12.08 million and ₹ 26.87 million during the year ended March 31, 2025 and year ended March 31, 2024 respectively. The rate used to determine the amount of borrowing costs eligible for capitalisation is 10.30% (general borrowings) and 13.75% (general borrowings) for the year ended March 31, 2025 and year ended March 31, 2024, respectively.

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5. RIGHT-OF-USE ASSETS

Particulars	Building	Equipment/furniture and fixtures	Total
As at April 01, 2023	28,807.45	139.65	28,947.10
Additions during the year	4,339.02	-	4,339.02
Adjustments during the year	(4,859.13)	15.14	(4,843.99)
Disposal during the year	(316.77)	-	(316.77)
Depreciation - capitalisation of fit out period	(536.62)	-	(536.62)
Depreciation for the year	(3,166.64)	(19.50)	(3,186.14)
As at March 31, 2024	24,267.31	135.29	24,402.60
Additions during the year	7,757.83	3.47	7,761.30
Adjustments during the year	(627.65)	(119.09)	(746.74)
Disposal during the year	(1.28)	-	(1.28)
Exchange difference	8.10	0.01	8.11
Depreciation - capitalisation of fit out period	(615.30)	-	(615.30)
Depreciation for the year	(4,509.57)	(17.26)	(4,526.83)
As at March 31, 2025	26,279.44	2.42	26,281.86

5.1. Building include property taken from landlords for developing co-working spaces along with guest houses and related fit-out cost.

5.2. Equipment majorly comprises of UPS and electronic/electrical equipment taken on lease.

5.3. The Group periodically reassesses the lease term for its lease arrangements. Lease reassessment involves re-evaluating any options to extend or terminate the lease considering factors such as the importance of the underlying asset to the Group's operations taking into account the location and size of the underlying building and the availability of suitable alternatives. During the year ended March 31, 2024, the Group has reassessed lease term for certain properties to non-cancellable period. Pursuant to this, lease liabilities are remeasured to reflect change in lease term with a corresponding adjustment to the ROU asset or Consolidated Statement of Profit and Loss, if the ROU asset has been reduced to zero.

5.4. Amounts recognised in Consolidated Statement of Profit and Loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Expenses relating to short-term leases	300.47	95.02
Expenses relating to leases of low-value assets, excluding short-term leases of low-value assets	13.89	21.34

5.5. Total cash flow for leases

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash outflow included in financing activity for repayment of principal during the year*	4,059.83	3,038.23
Cash outflow included in financing activity for repayment of interest during the year	2,790.52	2,498.10
Total cash outflow for lease payment	6,850.35	5,536.33

*Cash outflow for repayment of principal during the year includes payment of ₹ 78.64 million (March 31, 2024 - ₹ 38.92 million) in relation to initial direct cost for acquiring right of use assets.

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5.6. The following table sets out a maturity analysis of lease payments, showing the undiscounted lease payments to be paid after the reporting date

Maturity analysis:

Particulars	As at March 31, 2025	As at March 31, 2024
Not later than one year	8,161.20	6,293.39
Later than one year but not later than five years	27,852.12	23,473.58
Later than five years	7,068.34	11,168.73
Total	43,081.66	40,935.70

6. CAPITAL WORK-IN-PROGRESS

Capital work-in-progress ageing schedule

As at March 31, 2025

Particulars	Amount of capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	1,353.10	1.70	-	-	1,354.80

As at March 31, 2024

Particulars	Amount of capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	633.09	-	-	-	633.09

Notes:

6.1. For capital-work-in-progress, there are no projects whose completion is overdue or has exceeded its cost compared to its original plan as of March 31, 2025 and March 31, 2024.

6.2. The Group has capitalised borrowing cost of ₹ 7.35 million and ₹ 3.54 million during year ended March 31, 2025 and during the year ended March 31, 2024, respectively. The rate used to determine the amount of borrowing costs eligible for capitalisation is 10.30% (general borrowings) and 13.75% (general borrowings) for the year ended March 31, 2025 and year ended March 31, 2024, respectively.

7. INTANGIBLE ASSETS

Particulars	Software
Gross carrying value	
As at April 1, 2023	13.22
Additions	90.94
Disposals	-
As at March 31, 2024	104.16
Additions	97.74
Disposals	-
As at March 31, 2025	201.90

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Particulars	Software
Accumulated amortisation	
As at April 1, 2023	8.86
Amortisation	19.74
Disposals	-
As at March 31, 2024	28.60
Amortisation	31.42
Disposals	-
As at March 31, 2025	60.02
Net carrying value	
As at March 31, 2024	75.56
As at March 31, 2025	141.88

Note:

7.1: Software includes accounting, business and administrative software.

8. INTANGIBLE ASSETS UNDER DEVELOPMENT

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	85.55	102.63
Additions during the year	43.31	73.40
Capitalised during the year	(96.03)	(90.48)
Closing balance	32.83	85.55

Note.

8.1 Intangible assets under development ageing schedule

As at March 31, 2025

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	32.83	-	-	-	32.83

As at March 31, 2024

Particulars	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	73.40	12.15	-	-	85.55

8.2 Intangible assets under development completion schedule

For Intangible assets under development, there are no projects whose completion is overdue or has exceeded its cost compared to its original plan as of March 31, 2025 and March 31, 2024.

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9. INVESTMENTS

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
At fair value through profit and loss (FVTPL)		
In mutual funds (Quoted) (refer note 9.1)	93.23	112.78
In equity shares of other companies (Unquoted)	16.40	-
Total	109.63	112.78
Aggregate carrying amount of quoted investments	93.23	112.78
Aggregate market value of quoted investments	93.23	112.78

Note:

9.1. Liened as security for borrowings. (refer note 19.1)

10. OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Security deposits (refer note 10.1)	2,235.14	1,424.30
Bank deposits with more than 12 months maturity (refer note 10.2)	55.00	136.69
Total	2,290.14	1,560.99
Current		
Security deposits (refer note 10.3)	184.36	422.57
Expenses recoverable from shareholders (refer note 10.4)	31.93	-
Interest accrued on bank deposits	35.75	37.19
Bank deposits with remaining maturity of less than 12 months (refer note 10.5)	104.41	177.49
Unbilled revenue	58.82	26.85
Other receivable	8.82	0.14
	424.09	664.24
GST recoverable from customer	4.62	4.62
Allowance for recoverable	(4.62)	(4.62)
	-	-
Total	424.09	664.24

Note:

10.1. It includes cash collateral, in relation to borrowings, amounting to ₹ Nil (March 31, 2024 - ₹ 7.5 million).

10.2. It includes deposits against lien/bank guarantee of ₹ 55.00 million (March 31, 2024 - ₹ 136.69 million).

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10.3. It includes cash collateral, in relation to borrowings, amounting to ₹ 7.5 million (March 31, 2024 - ₹ 7.5 million).

10.4. The Parent Company has incurred share issue expenses in connection with the proposed Initial Public Offering (IPO) of equity shares. In accordance with the Offer Agreement entered between the Parent Company and the selling shareholders, the selling shareholders shall reimburse the share issue expenses in proportion to the respective shares offered for sale. Accordingly, the Parent Company will recover the expenses incurred amounting to ₹ 31.93 million in connection with the issue on completion of IPO.

10.5. It includes deposits against lien/bank guarantee of ₹ 104.41 million (March 31, 2024 - ₹ 177.49 million).

10.6. Refer note 35 for unbilled revenue from related parties.

11. INCOME TAX

The major components of income tax expense / (credit) are:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current income tax		
- For the year	0.96	-
Deferred tax		
- Origination and reversal of temporary difference	(163.76)	(176.65)
Income tax expense / (credit)	(162.80)	(176.65)

The reconciliation between the amount computed by applying the statutory income rates to the profit before tax and income tax expense is summarised below:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Loss before tax	(794.59)	(676.22)
Enacted tax rates in India	25.17%	26.00%
Tax expense / (credit)	(200.00)	(175.82)
Effect of:		
Expense not deductible (net)	0.49	(0.83)
Additional tax expense (deferred tax expense) due to change in tax rate	37.43	-
Difference in tax rate applicable to group companies	(0.72)	-
Income tax expense / (credit)	(162.80)	(176.65)

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The analysis of deferred tax assets / liabilities is as follows:

Particulars	Opening balance	Recognised in the Consolidated Statement of Profit and loss	Recognised in Other Comprehensive Income	Closing balance
As at March 31, 2025				
Deferred tax asset				
Allowance for impairment of financial assets	3.73	(0.39)	-	3.34
Expenses allowed on payment basis	-	13.59	-	13.59
Carry forward tax losses	399.81	(141.52)	-	258.29
Provision for employee benefits	9.95	2.15	0.12	12.22
Property, plant and equipment and intangible assets	62.18	(40.38)	-	21.80
Provisions for asset retirement obligations	6.22	2.62	-	8.84
Provisions for contingencies and allowance for capital advances and advances to suppliers	3.30	5.80	-	9.10
Financial instruments	5.59	(3.53)	-	2.06
Right of use asset and lease liabilities	813.49	339.09	-	1,152.58
	1,304.27	177.43	0.12	1,481.82
Deferred tax liability				
Revenue equalisation reserve	132.16	13.67	-	145.83
	132.16	13.67	-	145.83
Deferred tax asset (net)	1,172.11	163.76	0.12	1,335.99

Particulars	Opening balance	Recognised in the Consolidated Statement of Profit and loss	Recognised in Other Comprehensive Income	Closing balance
As at March 31, 2024				
Deferred tax asset				
Allowance for impairment of financial assets	2.87	0.86	-	3.73
Carry forward tax losses	358.39	41.42	-	399.81
Provision for employee benefits	8.34	2.10	(0.49)	9.95
Property, plant and equipment and intangible assets	12.84	49.34	-	62.18
Provisions for asset retirement obligations	5.09	1.13	-	6.22
Provisions for contingencies and allowance for capital advances and advances to suppliers	1.90	1.40	-	3.30

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Particulars	Opening balance	Recognised in the Consolidated Statement of Profit and loss	Recognised in Other Comprehensive Income	Closing balance
Expenses allowed on payment basis	3.57	(3.57)	-	-
Financial instruments	-	5.59	-	5.59
Right of use asset and lease liabilities	714.78	98.71	-	813.49
	1,107.78	196.98	(0.49)	1,304.27
Deferred tax liability				
Financial instruments measured at amortised cost	5.77	(5.77)	-	-
Revenue equalisation reserve	106.06	26.10	-	132.16
	111.83	20.33	-	132.16
Deferred tax asset (net)	995.95	176.65	(0.49)	1,172.11

In line with accounting policy of the Group, deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and carry forward tax losses can be utilised and deferred tax asset (net) has been recognised only to the extent of reasonable certainty of available tax profits in future. The Group has considered committed revenues and letter of intents from customers up to the date of signing of financial statements and maintaining/increasing an overall occupancy for future periods based on historical trends in making its projected future taxable profits for the purpose of evaluating recognition of deferred tax.

12. INCOME TAX ASSETS (NET)

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Advance income tax (net of current tax provision- Nil (March 31, 2024: Nil))	127.06	406.23
Total	127.06	406.23

13. OTHER ASSETS

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Prepayments (refer note 13.1 below)	449.95	330.25
Revenue equalisation reserve (refer note 13.3 below)	380.58	286.59
Balance with government authorities	10.93	31.53
Capital advances (net of allowance ₹ 27.83 million (March 31, 2024 - ₹ 8.86 million))	60.40	83.36
Total	901.86	731.73

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Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Balance with government authorities	587.42	667.77
Prepayments (refer note 13.1 below)	280.22	375.78
Revenue equalisation reserve (refer note 13.3 below)	198.80	221.71
Advance to suppliers (net of allowance ₹ 4.51 million (March 31, 2024 - ₹ 2.86 million))	25.47	50.91
Others (refer note 13.2 below)	91.96	6.50
	1,183.87	1,322.67

Note:

13.1. Prepayment includes the initial direct cost for obtaining lessee for operating lease. The movement of such initial direct cost is as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening balance	661.09	559.75
Additions	438.27	449.93
Amortisation	(407.31)	(348.59)
Closing balance	692.05	661.09

13.2. Includes IPO expense of ₹ 84.07 million (March 31, 2024: Nil) which will be adjusted with securities premium at the time of issue of shares in accordance with requirement of Section 52 of the Companies Act, 2013.

13.3. Operating lease arrangements (as a lessor)

Operating leases, in which the Group is the lessor, relate to co-working space given by the Group on lease with lease term (i.e. non cancellable term or contract term, based on the customer portfolio).

The Group enters into arrangements with customers for providing co-working spaces wherein the right to use the assets is given. However, as the title to the assets and the significant risks associated with the operation and maintenance of these assets remains with the Group, such arrangements are recognised as operating lease. Revenue from leased out co-working space under an operating lease is recognized on a straight line basis over lease term.

Maturity analysis of operating lease receipts:

The following table sets out a maturity analysis of lease receipts, showing the undiscounted lease receipts to be received after the reporting date:

Particulars	As at March 31, 2025	As at March 31, 2024
-Year 1		
-Year 2	9,094.86	8,201.05
-Year 3	5,898.91	4,864.52
-Year 4	3,555.87	1,965.11
-Year 5 and onwards	2,297.97	543.00
	1,001.02	131.04

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

14. TRADE RECEIVABLES

Particulars	As at March 31, 2025	As at March 31, 2024
Current		
Considered good, secured (refer note 14.2)	189.14	134.44
Considered good, unsecured	66.17	6.48
Credit impaired	10.83	11.93
	266.14	152.85
Less: Allowance for doubtful receivables	(10.83)	(11.93)
Total	255.31	140.92

Notes:

14.1 As per agreements, the average credit period is 7 days.

14.2 The customers pays security deposits which can be used for any non-payments during the contract period. Trade receivables are secured with the corresponding deposits received from customers.

14.3 Refer note 35 for trade receivables from related parties.

14.4 Refer note 19.1 for trade receivables pledged as security against borrowings.

The movement of allowances of doubtful receivables is as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening balance	11.93	6.41
Additions	2.20	7.73
Write off (net of recovery)	(3.30)	(2.21)
Closing balance	10.83	11.93

Trade receivables ageing

As at March 31, 2025

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	43.17	170.11	19.10	1.58	1.97	1.58	237.51
(ii) Undisputed trade receivables - credit impaired	0.05	0.37	2.88	3.28	0.81	0.18	7.57
(iii) Disputed trade receivables - considered good	-	-	-	3.39	-	14.41	17.80
(iv) Disputed trade receivables - credit impaired	-	0.18	0.33	2.19	-	0.56	3.26
Less: Allowances for doubtful receivables							(10.83)
Total trade receivables							255.31

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AS AT MARCH 31, 2025

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

As at March 31, 2024

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables - considered good	5.83	85.62	2.84	9.13	1.07	0.52	105.01
(ii) Undisputed trade receivables - credit impaired	0.01	3.61	2.93	0.81	0.19	0.15	7.70
(iii) Disputed trade receivables - considered good	-	3.36	3.13	0.50	28.91	0.01	35.91
(iv) Disputed trade receivables - credit impaired	-	0.96	1.24	0.56	0.17	1.30	4.23
Less: Allowances for doubtful receivables							(11.93)
Total trade receivables							140.92

15. CASH AND CASH EQUIVALENTS

For the purpose of Consolidated Statement of Cash Flows, cash and cash equivalents includes cash on hand and balance with banks in current accounts and deposits.

Particulars	As at March 31, 2025	As at March 31, 2024
Balance with banks:		
- in current accounts	358.69	340.09
- in escrow account (refer note 15.1)	67.41	47.48
- in fixed deposits (with original maturity of 3 months or less)	70.19	-
Wallet balances	0.38	-
Cash on hand	0.04	0.03
Total	496.71	387.60

Notes:

15.1. Restricted cash in escrow account

The balances primarily include restricted bank balances, received from specified customers, for repayments of monthly instalments of specified bank loans (refer note 19.1).

15.2. For the purpose of Consolidated Statement of Cash Flows, Cash and cash equivalents comprise of following:

Particulars	As at March 31, 2025	As at March 31, 2024
Cash and cash equivalents as per Consolidated Balance Sheet	496.71	387.60
Bank overdraft	(386.14)	(424.35)
Total	110.57	(36.75)

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

16. OTHER BANK BALANCES

Particulars	As at March 31, 2025	As at March 31, 2024
Bank deposits with original maturity more than 3 months (refer note 16.1)	192.59	136.16
Total	192.59	136.16

Note:

16.1 It includes deposits against lien/bank guarantee of ₹ 192.59 million (March 31, 2024 - ₹ 136.16 million).

17. SHARE CAPITAL

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares ('000')	(₹ in millions)	Number of shares ('000')	(₹ in millions)
Authorised				
Share capital				
Equity shares of ₹ 10 each with voting rights	120,000	1,200.00	100,000	1,000.00
Preference shares of ₹ 10 each with voting rights	20,000	200.00	20,000	200.00
Total	140,000	1,400.00	120,000	1,200.00
Issued, subscribed and fully paid-up				
Equity share capital				
Equity shares of ₹ 10 each with voting rights	103,190	1,031.90	79,013	790.13
Total	103,190	1,031.90	79,013	790.13

Notes:

17.1. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year:

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares ('000')	(₹ in millions)	Number of shares ('000')	(₹ in millions)
Equity shares with voting rights				
At the beginning of the year	79,013	790.13	77,691	776.91
Shares issued under private placement (refer note 17.6)	3,717	37.17	1,322	13.22
Conversion of CCPS into equity shares (refer note 18.2)	19,610	196.10	-	-
Conversion of warrants into equity shares (refer note 18.3)	850	8.50	-	-
Outstanding at the end of the year	103,190	1,031.90	79,013	790.13

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17.2. Details of equity shares held by each shareholder holding more than 5% shares:

Pre dilution

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares ('000')	% holding (Pre dilution)	Number of shares ('000')	% holding (Pre dilution)
Equity shares with voting rights				
NS Niketan LLP, India	42,805	41.482%	43,770	55.396%
SNS Infrarealty LLP, India	24,423	23.668%	27,585	34.912%
Space Solutions India Pte Ltd. (formerly known as Lisbrine Pte. Ltd.)	19,610	19.004%	-	0.000%
Mahima Stocks Private Limited, India	4,269	4.137%	4,269	5.402%

Post dilution

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares ('000')	% holding (Post dilution)	Number of shares ('000')	% holding (Post dilution)
Equity shares with voting rights				
NS Niketan LLP, India	42,805	41.482%	43,770	44.007%
SNS Infrarealty LLP, India	24,423	23.668%	27,585	27.734%
Space Solutions India Pte Ltd. (formerly known as Lisbrine Pte. Ltd.)	19,610	19.004%	-	0.000%
Mahima Stocks Private Limited, India	4,269	4.137%	4,269	4.292%
Cumulative convertible preference shares with voting rights				
Space Solutions India Pte Ltd. (formerly known as Lisbrine Pte. Ltd.)	-	-	19,600	19.706%

17.3. Rights attached to equity shares:

The Parent Company has only one class of equity shares having face value of ₹ 10 each. The holder of the equity share is entitled to dividend right and voting right in the same proportion as the capital paid-up on such equity share bears to the total paid-up equity share capital of the Parent Company. In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive the remaining assets of the Parent Company, after distribution of all preferential amounts, in proportion to the number of equity shares held by the shareholders.

17.4. Shareholding of promoters

Shares held by promoters as at March 31, 2025

Sl. No	Particulars	Number of shares ('000')	% holding (Pre dilution)	% change during the year
1	NS Niketan LLP, India	42,805	41.482%	(13.914%)
2	SNS Infrarealty LLP, India	24,423	23.667%	(11.245%)
3	Neetish Sarda, India	3	0.003%	(0.001%)
4	Saumya Binani, India	3	0.003%	(0.001%)

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AS AT MARCH 31, 2025

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

Sl. No	Particulars	Number of shares ('000')	% holding (Post dilution)	% change during the year
1	NS Niketan LLP, India	42,805	41.482%	(2.525%)
2	SNS Infrarealty LLP, India	24,423	23.667%	(4.067%)
3	Neetish Sarda, India	3	0.003%	(0.000%)
4	Saumya Binani, India	3	0.003%	(0.000%)

Shares held by promoters as at March 31, 2024

Sl. No	Particulars	Number of shares ('000')	% holding (Pre dilution)	% change during the year
1	NS Niketan LLP, India	43,770	55.396%	(0.338%)
2	SNS Infrarealty LLP, India	27,585	34.912%	(0.594%)
3	Neetish Sarda, India	3	0.004%	(0.000%)
4	Saumya Binani, India	3	0.004%	0.000%

Sl. No	Particulars	Number of shares ('000')	% holding (Post dilution)	% change during the year
1	NS Niketan LLP, India	43,770	44.007%	(0.669%)
2	SNS Infrarealty LLP, India	27,585	27.734%	(0.727%)
3	Neetish Sarda, India	3	0.003%	(0.000%)
4	Saumya Binani, India	3	0.003%	(0.000%)

17.4.1 Shareholding as on March 31, 2024 and thereafter, is based on list of promoters identified/classified pursuant to board resolution dated March 26, 2024. Promoter here means Promoter defined under Companies Act, 2013.

17.5. During the year ended March 31, 2025, the Shareholders of the Parent Company increased the authorised share capital of the Parent Company to ₹ 1,400.00 million divided into 120,000,000 equity shares of ₹ 10/- each and 20,000,000 preference shares of ₹ 10/- each.

17.6 During the year ended March 31, 2025, the Parent Company has allotted 3,716,551 (March 31, 2024: 1,322,000) equity shares under private placement on preferential basis having face value ₹ 10 each equity share, issued at a price of ₹ 269 per equity share (including share premium of ₹ 259/- each equity share) (March 31, 2024: ₹ 269 per equity share (including share premium of ₹ 259/- each equity share)), ranking pari passu with existing equity shares.

17.7 During the year ended March 31, 2025, the Parent Company has allotted 10,707 (March 31, 2024: 1,219,776) cumulative convertible preference shares having face value ₹ 10 each, issued at a price of ₹ 269 per cumulative convertible preference shares (including share premium of ₹ 259/- each cumulative convertible preference shares) (March 31, 2024: ₹ 269 per cumulative convertible preference shares (including share premium of ₹ 259/- each cumulative convertible preference shares)).

17.8. During the year ended March 31, 2025, the Parent Company has converted 19,610,398 CCPS of face value of ₹ 10 each held by Space Solutions India Pte. Limited (formerly known as Lisbrine PTE. LTD.) (SSIPL) into 19,610,398 equity shares of face value of ₹ 10 each as per the terms and conditions stated in articles of association and the Shareholder's agreement.

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18. OTHER EQUITY

Particulars	As at March 31, 2025	As at March 31, 2024
Securities premium (refer note 18.1)	3,991.74	2,867.50
Instruments classified as equity (refer note 18.2 and 38)	-	196.00
Money received against share warrants (refer note 18.3)	-	2.13
Share based payment reserve (refer note 18.4 and 41)	39.32	-
Foreign Currency translation reserve (refer note 18.5)	3.68	-
Retained earnings (refer note 18.6)	(3,987.83)	(3,355.69)
	46.91	(290.06)

18.1. Securities premium

Securities premium is used to record the premium on issue of shares. The reserves are utilised in accordance with provisions of The Companies Act, 2013.

18.2. Instruments classified as equity

18.2.1 The Parent Company has issued 18,379,915 cumulative convertible preference share ("CCPS") having a face value of ₹ 10 each on October 23, 2019 with reference to the investment agreement with Space Solutions India Pte Ltd (Formerly known as Lisbrine PTE. LTD.) dated October 4, 2019. Preference shareholder is entitled to receive dividend subject to recommendation of Board of Directors and approval of equity shareholders. These CCPS carry one vote per share in terms of the agreement.

- The shareholder shall be entitled to receive a cumulative fixed preferential dividend per annum for each cumulative convertible preference shares held based on the following coupon rate:
 - 0.01% of the Initial Subscription Price per share on the first anniversary;
 - 0.50% of the Initial Subscription Price per share on the second anniversary;
 - 1.00% of the Initial Subscription Price per share on the third anniversary;
 - 2.00% of the Initial Subscription Price per share on the fourth anniversary;
 - 4.00% of the Initial Subscription Price per share on fifth anniversary and every anniversary thereafter until conversion of the cumulative convertible preference shares to ordinary shares in the Parent Company.
- At any time up to 20 years from the date of the agreement, the preference shareholder shall have the right, at its option and sole and absolute discretion, to convert all or part of its cumulative convertible preference shares then outstanding into ordinary shares.
- All the cumulative convertible preference shares then outstanding shall be converted into ordinary shares at a minimum ratio of 1 cumulative convertible preference share to 1 ordinary share conversion rate immediately:
 - prior to the consummation of a Qualified Event or
 - in the event there is a binding offer for a purchase of all of the Shares of the Parent Company and such offer meets the yield threshold.

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- Each cumulative convertible preference share, subject to conversion, shall be converted into such number of fully paid ordinary shares as is determined by dividing the initial subscription price per share (as appropriately adjusted for any subdivisions, consolidations, share dividends or similar recapitalisations) by the then applicable conversion price per cumulative convertible preference share and no additional consideration shall be payable upon such conversion.
- As these cumulative convertible preference shares are perpetual in nature and ranked senior only to the equity share capital of the Parent Company and the Parent Company does not have any redemption obligation i.e. these instruments have to be converted into equity share of the Parent Company, thus these shares are considered as equity instruments.

18.2.2 On March 30, 2024, and April 18, 2024, the Parent Company issued an additional 1,219,776 and 10,707 Class A cumulative convertible preference shares, respectively, each with a face value of ₹ 10. These issuances are in accordance with the investment agreement with Space Solutions India Pte Ltd (formerly known as Lisbrine PTE. LTD.) dated March 27, 2024. Preference shareholder is entitled to receive dividend subject to recommendation of Board of Directors and approval of equity shareholders. These CCPS carry one vote per share in terms of the agreement.

Terms of issue of this cumulative convertible preference shares are :-

- The Parent Company shall not declare or pay any dividends to holders of Ordinary Shares until all the Class A Convertible Preference Shares held by the Investor have been converted to Ordinary Shares of the Parent Company.
- In the event a Qualifying IPO is not effected within twenty four (24) months from the date of execution of the Agreement, Space Solutions India Pte Ltd (Formerly known as Lisbrine PTE. LTD.) shall be entitled to receive a cumulative fixed preferential dividend ("Preferential Dividend") per annum for each Class A Convertible Preference Share held by Space Solutions India Pte Ltd (Formerly known as Lisbrine PTE. LTD.) based on the Initial Subscription Price Per Share equal or equivalent to 5.00% of the Initial Subscription Price Per Share on the second (2nd) anniversary from the date of the Agreement for every six (6) months since the execution of the Agreement and for every six (6) months thereafter until conversion of the Class A Convertible Preference Shares to Ordinary Shares in the Parent Company, (as appropriately adjusted for any subdivisions, consolidations, share dividends or similar recapitalisations).
- Any Preferential Dividend (if any) shall be computed based on the Initial Subscription Price Per Share that is, in aggregate, equivalent to (and computed based on) INR equivalent to US\$4Mn to be converted INR exchange rate of the receiving bank as at the time of receipt which represents the amount invested in the Parent Company by the Investor on Completion.
- The right of the Investor to receive such dividends shall rank senior and prior to and in preference to the dividend rights of the holders of Ordinary Shares in the Parent Company.
- Subject to the foregoing, no dividends or distributions (in whatever form) shall be declared or paid to the holders of the Ordinary Shares unless the Investor first receives or simultaneously receives in full a pro rata share of such dividends on an as-converted basis.
- In the event of consummation of a Qualified Fund Raise, the Preferential Dividend shall be immediately adjusted to match the dividend policy agreed in the definitive agreement arising from the Qualified Fund Raise subject to (i) the agreement of all parties including the Investor, the Founders and the new investors or (ii) if no agreement is reached for any reason, then the Investor shall be entitled to a minimum of two per cent. (2%) of the Initial Subscription Price Per Share per annum for each Class A Convertible Preference Share held by the Investor.

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7. All the Class A convertible preference shares then outstanding shall be converted into ordinary shares at a minimum ratio of 1 Class A convertible preference share to 1 ordinary share conversion rate immediately:
 - (a) prior to the consummation of a Qualified Event or
 - (b) in the event there is a binding offer for a purchase of all of the Shares of the Parent Company and such offer meets the yield threshold.
8. Each Class A Convertible Preference Share, subject to conversion, shall be converted into such number of fully paid ordinary shares as is determined by dividing the initial subscription price per share (as appropriately adjusted for any subdivisions, consolidations, share dividends or similar recapitalisations) by the then applicable conversion price per Class A convertible preference share and no additional consideration shall be payable upon such conversion.
9. In the event of a Non-Qualified Event, the net proceeds (after deductions such as expenses and creditor payments) will be distributed as follows:

First: The Investor receives the greater of:

 - (i) 100% of the original investment plus any unpaid dividends on the Class A Convertible Preference Shares, or
 - (ii) the amount the Investor would get if the Class A Convertible Preference Shares were converted to Ordinary Shares before the event (Convertible Preference Liquidity Amount).

If assets are insufficient, the Parent Company will distribute assets proportionally to the Investor.

Second: After the Investor's full Convertible Preference Liquidity Amount is paid, remaining funds will be distributed pro-rata among the Ordinary Shareholders. The Investor is excluded from this second distribution unless Class A Shares were converted to Ordinary Shares before the event.

18.3. Share Warrants

The Parent Company had issued 850,000 share warrants of ₹ 260 each per warrant ("Warrant Subscription Price") for an aggregate consideration of ₹ 221.00 million on March 13, 2023 with reference to the warrant subscription agreement with Deutsche Bank, A.G, London Branch dated March 2, 2023. The warrant consideration was paid in the following manner:

1. ₹ 55.25 million was paid by the warrant holder on March 13, 2023 as consideration for subscribing to the Warrants ("Warrant Subscription Amount").
2. ₹ 165.75 millions was paid by warrant holder on date of exercising the option of converting the entire warrants into equity shares of the Parent Company i.e. August 02, 2024 in accordance with the terms set forth in the warrant subscription agreement.

18.4. Share based payment reserve (refer note 41)

This relates to stock options granted by the Parent Company to certain eligible employees under ESOP scheme named Smartworks Coworking Spaces Limited Employee Share Option Plan 2022 and as amended thereafter.

18.5. Foreign Currency translation reserve

It comprises of exchange differences arising at time of translating financial statements of foreign operations into functional currency of Parent entity.

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18.6. Retained Earnings

Retained earnings reflect surplus / deficit after taxes in the Consolidated Statement of Profit or Loss. The amount that can be distributed by the Parent Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013.

19. BORROWINGS

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Secured – at amortised cost		
Bonds		
Non-convertible bonds	620.93	932.44
From Bank		
- Vehicle loan	11.96	13.90
- Term loan	2,186.49	1,825.18
From NBFC		
- Vehicle loan	4.28	5.56
- Term loan	680.34	1,029.60
Less: current maturities of long term borrowings	(1,343.74)	(1,409.20)
	2,160.26	2,397.48
Current		
Secured – at amortised cost		
- Bank overdraft	386.14	424.35
- Vendor financing arrangement	2.27	-
Unsecured – at amortised cost		
- Inter- corporate deposits from others parties (refer note 19.2.1)	-	17.50
- Vendor financing arrangement (refer note 19.2.2)	85.29	24.97
Current maturities of long-term borrowings		
Secured		
- Non-convertible bonds	309.41	312.50
- Term loan (From Banks)	795.37	739.30
- Term loan (From NBFC)	234.49	353.21
- Vehicle loan (From Banks)	3.05	2.91
- Vehicle loan (From NBFC)	1.42	1.28
	1,817.44	1,876.02

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19.1. Other principal features of the Group's borrowings are as follows.

Bonds:

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Deutsche Investments India Private Limited (Held in name of Catalyst Trusteeship Limited)	- 1250 Bonds of ₹ 1 million each - Repayable in 45 monthly instalments (starting from July 13, 2023) and interest payable monthly from April 13, 2023 for 48 Months. - Maturity in March, 2027 - Hypothecation of receivables from specified tenancy contracts. - First exclusive charge by way of pledge over 1,03,18,961 (March 31, 2024: 9,824,256), equity shares of the Company, each in the name of NS Niketan LLP & SNS Infrarealty LLP. - Personal guarantee of directors* and corporate guarantee of NS Niketan LLP and SNS Infrarealty LLP.	3 month Treasury Bill rate as per Financial Benchmarks India Private Limited + 8.575% Currently 15.035% (March 31, 2024: 15.445%)	625.00	937.50
Total	(A)		625.00	937.50

* Directors in above mentioned notes refers to Neetish Sarda and Harsh Binani.

Term Loan:

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Term Loan from Banks (I)	- Repayable in equal monthly installments (Range of 38-83 equal monthly installements) - Secured with lien over specified rental receivables and lien of property of Vision Comptech Integrators Private Limited and personal guarantee of directors* and corporate guarantee of Vision Comptech Integrators Private Limited, NS Niketan LLP and SNS Infrarealty LLP.	8.40% to 9.42% (March 31, 2024: 8.98% to 9.25%)	904.03	870.39
Term Loan from Banks (II)	- Repayable in equal monthly installments (Range of 23-36 equal monthly installements) - Lien over Debt Service Reserve account - Secured over future cash flows linked to selected secured tenancy contracts and rent receivables and personal guarantee of directors* and corporate guarantee of SNS Infrarealty LLP and NS Niketan LLP	9.50% to 9.60% (March 31, 2024: 9.50% to 9.60%)	158.45	396.13
Term Loan from Banks (III)	- Repayable in equal monthly installments (Range of 48-61 equal monthly installements) - Lien over FD	9.65% to 9.85% (March 31, 2024: 9.65%)	748.54	569.14

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Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
	- Secured with lien over selected rentals of the property and lien over property of M/s. Jagadhatri Vyapaar Private Limited and personal guarantee of directors* and corporate guarantee of Jagadhatri Vyapaar Private Limited, SNS Infrarealty LLP and NS Niketan LLP			
Term Loan from Banks (IV)	- Repayable in equal monthly installments (Range of 49 equal monthly installements) - Lien over FD - Secured with lien over specified rental receivables and personal guarantee of directors* and corporate guarantee of SNS Infrarealty LLP and NS Niketan LLP	9.30%	385.85	-
Total	(B)		2,196.87	1,835.66

* Directors in above mentioned notes refers to Neetish Sarda and Harsh Binani.

Vehicle Loan:

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Vehicle Loans from Banks	- Repayable in equal monthly installments (60 equal monthly installements) - Secured by hypothecation of vehicle of the Parent Company.	7.20% to 9.15% (March 31, 2024: 7.20% to 9%)	11.96	13.90
Vehicle Loans from NBFC	- Repayable in equal monthly installments (60 equal monthly installements) - Secured by hypothecation of vehicle of the Parent Company.	10.25% (March 31, 2024: 10.25%)	4.28	5.56
Total	(C)		16.24	19.46

* Directors in above mentioned notes refers to Neetish Sarda and Harsh Binani.

Term Loan from NBFC:

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Term Loan from NBFC (I)	- Repayable in 24 equal monthly instalments - Exclusive charge by way of hypothecation of specified receivables. - Cash collateral as specified for the facility (refer note 10.1 and 10.3)	11.50% (March 31, 2024: 11.50%)	26.88	129.65
Term Loan from NBFC (II)	- Repayable in 36 equal monthly instalments - Exclusive charge by way of Hypothecation over rental receivables of specified tenants - Secured by Debt Service Reserve Account - Personal guarantee of directors*.	11.20% to 12.30% (March 31, 2024: 11.00% to 12.10%)	130.56	280.56

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Term Loan from NBFC (III)	- Repayable in 84 equal monthly instalments - Exclusive charge over registered mortgaged property and its receivables as specified in the facility - Exclusive charge over identified receivables of the Parent Company - Lien over specified mutual funds. - Personal guarantee of directors* and Corporate guarantee of Kalyankari Commercial LLP, Kripa Merchandise LLP, Simran Merchandise LLP, Snow Well Merchandise LLP	10.75% (March 31, 2024: 10.75%)	527.30	627.74
Total		(D)	684.74	1,037.95

Bank overdraft:

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Bank Overdrafts-Dropline Overdraft	- Repayable on demand	8.75% (March 31, 2024: 8.75%)	129.97	158.30
Bank Overdrafts-Other than Dropline Overdraft	Secured by lien over fixed deposits with banks Repayable on demand	Fixed Deposits + 0.25%- 0.40% p.a (March 31, 2024: Fixed Deposits + 0.25%- 0.40% p.a%)	256.17	266.05
Total		(E)	386.14	424.35

Vendor financing arrangement:

Particulars	Terms and conditions	Interest rate (per annum)	As at March 31, 2025	As at March 31, 2024
Vendor financing arrangement from Banks	- Lien over Debt Service Reserve account - Secured over future cash flows linked to selected secured tenancy contracts and rent receivables and personal guarantee of directors* and corporate guarantee of SNS Infarealty LLP and NS Niketan LLP	9.60%	2.27	-
Total		(F)	2.27	-
		(A+B+C+D+E+F)	3,911.26	4,254.92
Less : Impact due to effective interest rate method			(18.85)	(23.89)
			3,892.41	4,231.03

* Directors in above mentioned notes refers to Neetish Sarda and Harsh Binani.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

19.2 Detail of unsecured borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
	Principal	Principal
19.2.1 Inter- corporate deposits		
19.2.1.1 From other parties		
	Agreement date	Repayment/ maturity date
	Interest rate (per annum)	
Blackcherry Commosale Private Limited	May 11, 2024	September 4, 2024
	12%	
	(A)	(A)
	-	17.50
	-	17.50
19.2.2 Vendor financing arrangement		
A.Treds Limited (refer note 19.5)	85.29	24.97
	(B)	(B)
	85.29	24.97
	(A+B)	(A+B)
	85.29	42.47

Notes:

19.3. Interest accrued and payable were paid before the balance sheet and hence there was no outstanding balance in interest accrued.

19.4. Refer note 36.2.1.5 for maturity profile of borrowings.

19.5. During the year ended March 31, 2024, the Parent Company has registered on a digital platform for invoice discounting called Invoicemart (A.Treds Limited). The rate of interest is to be decided through a transparent bidding system by registered financiers on the platform, which is to be recovered upfront at the time of discounting for the entire usance period.

20. PROVISIONS

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Provision for employee benefits:		
- Provision for gratuity (refer note 34)	21.41	15.02
- Provision for compensated absences	16.12	13.64
Other provisions:		
- Asset retirement obligation (refer note 20.1)	33.67	23.94
Total	71.20	52.60
Current		
Provision for employee benefits:		
- Provision for gratuity (refer note 34)	4.87	4.31
- Provision for compensated absences	4.88	4.31
Other provisions:		
- Provision for contingencies (refer note 20.1)	4.28	0.98
- Asset retirement obligation (refer note 20.1)	1.70	-
Total	15.73	9.60

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

Note:

20.1. Movement of other provisions:

Particulars	Provision for contingencies	Asset retirement obligations
As at April 1, 2023	0.90	19.58
Addition during the year	0.08	2.94
Interest accrued during the year	-	1.42
As at March 31, 2024	0.98	23.94
Addition during the year	3.30	9.14
Exchange difference	-	-
Interest accrued during the year	-	2.29
As at March 31, 2025	4.28	35.37

21. TRADE PAYABLES

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro and small enterprises	116.56	20.95
Total outstanding dues to creditors other than micro and small enterprises	1,042.24	1,177.17
Total	1,158.80	1,198.12

Note:

21.1 The average credit period on purchases of goods and services is 30 days, except for brokerage & commission and manpower services which is 90 days.

21.2 Refer note 35 for trade payables to related parties.

21.3 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at March 31, 2025	As at March 31, 2024
(I) (a) the principal amount remaining unpaid to any supplier (including payables on purchase of property, plant and equipment amounting ₹ 85.03 million (March 31, 2024 : ₹ 75.21 million)) as at the end of each accounting year	201.59	96.16
(b) interest due thereon	3.30	0.08
(II) Amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-

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Particulars	As at March 31, 2025	As at March 31, 2024
(III) Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
(IV) Amount of interest accrued and remaining unpaid at the end of each accounting year	4.28	0.98
(V) Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act, 2006	-	-

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management.

Trade payables ageing

As at March 31, 2025

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Dues to micro and small enterprises (A)	38.21	29.87	46.49	1.97	0.02	-	116.56
(ii) Dues to others (B)	443.02	361.45	215.65	10.47	0.79	0.88	1,032.26
(iii) Disputed dues to micro and small enterprises (C)	-	-	-	-	-	-	-
(iv) Disputed dues to others (D)	-	-	-	9.53	-	0.45	9.98
Total dues to micro and small enterprises (A+C)							116.56
Total others (B+D)							1,042.24

As at March 31, 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Dues to micro and small enterprises (A)	-	11.83	8.67	-	-	-	20.50
(ii) Dues to others (B)	214.61	551.19	397.62	1.43	1.87	0.92	1,167.64
(iii) Disputed dues to micro and small enterprises (C)	-	-	-	-	-	0.45	0.45
(iv) Disputed dues to others (D)	-	-	9.53	-	-	-	9.53
Total dues to micro and small enterprises (A+C)							20.95
Total others (B+D)							1,177.17

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

22. OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Security deposits	2,570.30	2,308.80
Total	2,570.30	2,308.80
Current		
Security deposits	2,547.13	1,743.93
Payables on purchase of property, plant and equipment (refer note 22.1)	698.64	462.41
Interest accrued but not due on borrowings	19.63	21.25
Employee payables	73.78	22.13
Others	1.34	-
Total	3,340.52	2,249.72

Note:

22.1. Includes amount due to micro and small enterprises amounting ₹ 85.03 million (March 31, 2024 - ₹ 75.21 million).

22.2. Refer note 35 for security deposits taken from related parties.

23. OTHER LIABILITIES

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current		
Deferred revenue	434.10	366.76
Total	434.10	366.76
Current		
Deferred revenue	344.25	340.09
Statutory dues	87.14	69.49
Advance from customers	19.31	11.20
Others	13.69	8.51
Total	464.39	429.29

24. REVENUE FROM OPERATIONS

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from lease rentals	12,892.73	9,970.62
Revenue from design and fitout service	347.04	-
Revenue from ancillary services	488.79	419.92
Revenue from software fees	12.00	3.10
Total	13,740.56	10,393.64

Note :

24.1. Refer Note 33 (a) for disaggregation of revenue based on geographical region.

24.2. Revenue from ancillary services, design and fitout services and software fees are transferred to the customers over a period of time.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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24.3. Refer note 10 and 14 for contract assets (unbilled revenue and trade receivables), and note 23 for contract liabilities (deferred revenue).

25. OTHER INCOME

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income earned on financial assets that are measured at amortised cost		
- Security deposits	255.86	286.64
- Interest income on bank deposits	28.64	75.03
- Others	0.24	0.16
Income from reimbursement of fitout	17.60	17.64
Income from scrap sales	12.15	25.44
Others :		
- Interest income on income tax refund	25.00	0.07
- Liability/provision no longer required written back	-	14.32
- Gain on lease termination/reassessment (refer note 5.3)	-	310.86
- Gain on fair valuation of investment in mutual fund	7.21	4.28
- Gain on sale of mutual fund units	7.15	-
- Profit on sale of property, plant & equipment	1.02	-
- Others	1.26	3.02
Total	356.13	737.46

26. OPERATING EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Housekeeping, security, support service, plantation and pest control	998.14	780.15
Electricity and water charges	1,191.32	940.01
Building maintenance charges	835.06	694.44
Equipment and asset hire charges	70.93	47.69
Commission and brokerage	407.31	348.59
Communication expenses	62.21	63.64
Rent expense	239.28	95.02
Subcontracting Costs	283.55	-
Freight and transportation	11.35	10.17
Parking charges	61.19	49.70
Total	4,160.34	3,029.41

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

27. EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	557.27	450.02
Contributions to provident fund and other funds	20.62	16.13
Gratuity expense (refer note 34)	7.70	6.57
Share based payment expense (refer note 41)	39.32	-
Staff welfare expenses	28.78	23.36
Total	653.69	496.08

28. FINANCE COSTS

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on:		
- Lease liabilities	2,790.52	2,498.10
- Borrowings	395.93	536.43
- Other financial liabilities that are measured at amortised cost	172.78	244.78
Others:		
- Interest on asset retirement obligation	2.33	1.42
- Others	1.82	2.45
Total	3,363.38	3,283.18

29. DEPRECIATION AND AMORTISATION EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on:		
- Property, plant and equipment (refer note 4)	1,801.73	1,521.32
- Right-of-use assets (refer note 5)	4,526.83	3,186.14
Amortisation on intangible assets (refer note 7)	31.42	19.74
Total	6,359.98	4,727.20

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

30. OTHER EXPENSES

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Business development	37.03	26.75
Legal and professional charges	50.50	62.51
Travelling expenses	33.16	26.68
Postage and stationery	12.69	13.94
Consultancy expenses	27.63	15.94
Capital work-in-progress/property, plant and equipment written off	25.94	52.22
Rates and taxes	14.10	13.01
Allowance for doubtful debts and advances	21.43	7.73
Provision for customer claims	33.22	-
Provision for contingencies	3.30	0.08
Information technology expenses	54.00	27.80
Insurance charges	12.02	6.09
Loss on sale of property, plant & equipment	-	0.49
Miscellaneous expenses	28.87	18.21
Total	353.89	271.45

30.1. The Group has not earned net profit in three immediately preceding financial years, therefore, there was no amount as per Section 135 of the Act which was required to be spent on CSR activities in the current financial year by the Group.

31. EARNINGS PER SHARE ('EPS')

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Basic and Diluted		
Loss for the year (a)	(631.79)	(499.57)
Nominal value of equity share (₹)	10.00	10.00
Total number of equity shares outstanding at the beginning of the year (in millions)	98.61	96.07
Total number of equity shares outstanding at the end of the year (in millions)	103.19	98.61
Weighted average number of equity shares outstanding during the year for computing Basic and Diluted EPS (b) (in millions)	102.22	96.36
Basic and Diluted earnings per share (a)/(b) (₹)	(6.18)	(5.18)

Note:

31.1. For the year ended March 31, 2024, the cumulative convertible preference shares classified as equity instruments are included as a part of Basic and Diluted EPS computation as these can be converted to equity shares at any point of time (refer note 18.2).

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31.2. For the year ended March 31, 2025, employee stock options granted to certain eligible employees under ESOP scheme and share warrants (refer note 18.3) has not been considered in computing Diluted EPS since options and warrants are anti-dilutive in nature.

32. CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2025	As at March 31, 2024
A. Contingent liabilities		
Claims against the Group not acknowledged as debt:		
- Income tax matters (net of amount paid under protest)	1.99	1.45
- Indirect tax matters	-	6.80
B. Commitments		
Estimated amount of contracts remaining to be executed on property, plant and equipment and intangible assets and not provided for (net of related advances)	252.51	448.06
C. Others		
Letter of credit and guarantees excluding financial guarantees	12.89	15.89

Note:

32.1. Apart from the commitments disclosed above, the Group has no financial commitments other than those in the nature of regular business operations.

33. SEGMENT REPORTING

The Group's primary business segment involves developing and licensing fully serviced office spaces in business centres. The Board of Directors of the Parent Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Group performance, allocate resources based on the analysis of the various performance indicator of the Group as a single unit of coworking spaces. Therefore there are no separate reportable business segments as per Ind AS 108- "Operating Segments". The Group does not have any single external customer contributing to 10% or more of the group's revenue.

Geographical Information:

(a) Revenue from external customers

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
India	13,450.66	10,393.64
Others	289.90	-
	13,740.56	10,393.64

(b) Non current assets

Particulars	As at March 31, 2025	As at March 31, 2024
India	39,926.48	35,973.37
Others	293.73	-
	40,220.21	35,973.37

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

34. EMPLOYEE BENEFIT PLANS

Defined contribution plans

The Group makes provident fund and employee state insurance contribution to a defined contribution retirement benefit plan for qualifying employees. The Group's contribution to the Employees provident fund and Employee state insurance is deposited with the Regional Provident Fund Commissioner and Employee State Insurance Corporation, respectively. Under the scheme, the Group is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits. The Group has recognised the following amounts in the Consolidated Statement of Profit and Loss in the following years:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Defined contribution plans	20.39	15.93
Employee state insurance	0.19	0.20

Defined benefit plan:

Gratuity

- The Group offers its employees defined-benefit plans in the form of a gratuity scheme. Benefits under the defined benefit plans are based on years of service and the employee's compensation (immediately before retirement). Benefits payable to eligible employees of the Group with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the reporting date.
- This plan typically expose the Group to actuarial risk such as: interest rate risk, longevity risk and salary risk.

Interest risk

A decrease in the bond interest rate will increase the plan liability.

Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

- Significant actuarial assumptions

The significant actuarial assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
a) Discount rate(s)	6.99%-7.04%	7.22%
b) Expected rate(s) of salary increase	8.00%-9.5%	9.50%
c) Mortality table used	100% of ILAM (2012-14)	100% of ILAM (2012-14)
d) Attrition rate		
-Up to 30 years	27.63%-45.92%	47.21%
-Ages 31-44 years	27.63%-33.68%	37.06%
-Ages 44 & above	0.33%-27.63%	0.00%
e) Rate of return on plan assets	N.A	N.A
f) Average remaining working lives of employees (in years)	26.38-27.77	26.21

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

The discount rate is based on prevailing market yields of Government of India bonds as at the reporting date for the expected term of obligation.

The estimates of future salary increases considered, takes into account the inflation, seniority, promotions and other relevant factors, such as supply and demand in the employment market.

(d) The following tables sets out the amount recognised in the Consolidated Financial Statements in respect of gratuity :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
I. Amounts recognised in Consolidated Statement of Profit and Loss in respect of these defined benefit plans are as follows:		
a) Current service cost	6.30	5.47
b) Past service cost	-	-
c) Net interest expense	1.40	1.09
Components of defined benefit costs recognised in Consolidated Statement of Profit and Loss	7.70	6.56
Remeasurement on the net defined benefit liability		
a) Actuarial (gains)/loss arising form changes in financial assumptions	0.26	(0.08)
b) Actuarial (gains)/loss arising form changes in demographic assumptions	0.63	(1.17)
c) Actuarial (gains)/loss arising form experience adjustments	(0.42)	(0.48)
Components of defined benefit costs recognised in Other Comprehensive Income/ (Loss)	0.47	(1.73)
Total	8.17	4.83

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the Consolidated Statement of Profit and Loss and the remeasurement of the net defined benefit liability is included in 'Other comprehensive income/ (loss)'.

Particulars	As at March 31, 2025	As at March 31, 2024
II. Net liability recognised in the Consolidated Balance Sheet		
a) Present value of defined benefit obligation	26.27	19.33
b) Fair value of plan assets	-	-
c) Net liability recognised in Consolidated Balance Sheet	26.27	19.33
d) Current portion of the above	4.87	4.31
e) Non current portion of the above	21.40	15.02
III. Change in the obligation during the year		
Present value of defined benefit obligation at the beginning of the year	19.32	15.29
Expenses recognised in Consolidated Statement of Profit and Loss		
- Current service cost	6.30	5.47
- Interest expense	1.40	1.09
Recognised in other comprehensive income		

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

Particulars	As at March 31, 2025	As at March 31, 2024
Remeasurement gains / (losses)		
- Actuarial gain/(loss) arising from:		
i. Financial assumptions	0.26	(0.08)
ii. Demographic assumptions	0.63	(1.17)
iii. Experience adjustments	(0.42)	(0.48)
Benefit payments	(1.22)	(0.80)
Present value of defined benefit obligation at the end of the year	26.27	19.32

(e) Sensitivity for significant actuarial assumption is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by +/- 0.5%, keeping all other actuarial assumptions constant:

Principal assumption	Changes in assumption	Impact on defined benefit obligation	Impact on defined benefit obligation
		Increase in assumption	Decrease in assumption
a) Discount rate			
As at March 31, 2025	0.5%	(0.66)	0.70
As at March 31, 2024	0.5%	(0.42)	0.45
b) Salary growth rate			
As at March 31, 2025	0.5%	0.49	(0.48)
As at March 31, 2024	0.5%	0.36	(0.35)

Notes:

i) The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the Balance sheet.

ii) The methods and types of assumptions used in preparing the sensitivity analyses did not change compared to previous year.

(f) **Maturity profile of defined benefit obligation:**

Particulars	As at March 31, 2025	As at March 31, 2024
Within 1 year	4.87	4.31
1 - 2 year	4.13	3.25
2 - 3 year	3.12	2.11
3 - 4 year	2.24	1.44
4 - 5 year	2.62	1.02
5 year onwards	9.31	7.19

(g) Weighted Average Duration of Defined Benefit Obligation (in years) 2.77-3.07 2.55

(h) The Group expects to make a contribution of ₹ 10.32 million to the defined benefit plan during the next year.

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35 RELATED PARTY TRANSACTIONS AND BALANCES

a. Names of related parties and related party relationships

Entities having significant influence over the Group

NS Niketan LLP
SNS Infrarealty LLP

Key Management Personnel ('KMP')

Neetish Sarda (Managing director)
Harsh Binani (Wholetime director)
Sahil Jain (Chief financial officer) (w.e.f. July 19, 2024)
Punam Dargar (Company secretary)
V K Subburaj (Independent Director w.e.f. July 16, 2024)
Rajeev Rishi (Independent Director w.e.f. July 16, 2024)
Pushpa Mishra (Independent Director w.e.f. August 03, 2024)
Atul Gautam (Chairman and Non-Executive Director w.e.f. June 21, 2024)
Ho Kiam Kheong (Non-Executive (nominee) Director w.e.f. July 16, 2024)

Other related parties with whom transactions have taken place during the reporting periods

Relatives of KMPs

Saumya Binani
Riya Aggarwal
Prerna Jhunjunwala

Entities where Key Management Personnel and their relatives exercise significant influence

Vision Comptech Integrators Limited
Smart IT Services Private Limited
SML Smart Technologies Private Limited
Talbot & Co
Talbotforce Services Private Limited
Kalyankari Commercial LLP
Kripa Merchandise LLP
Simran Merchandise LLP
Snow Well Merchandise LLP
Jagadhatri Vyapaar Pvt Ltd

Related party transactions	Name of related party	For the year ended March 31, 2025	For the year ended March 31, 2024
Income from lease rental	Talbot & Co	0.42	0.13
	Talbotforce Services Private Limited	2.33	1.00
	Smart It Services Private Limited	0.03	0.05
Income from ancillary services	Talbotforce Services Private Limited	-	0.11

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Related party transactions	Name of related party	For the year ended March 31, 2025	For the year ended March 31, 2024
Lease rental expense	Vision Comptech Integrators Limited	160.23	101.84
Building maintenance	Vision Comptech Integrators Limited	-	33.95
	Talbotforce Services Private Limited	12.77	8.42
Equipment hire charges	Smart IT Services Private Limited	-	0.84
	Talbotforce Services Private Limited	6.79	4.40
Information technology expenses	Talbotforce Services Private Limited	-	0.77
Housekeeping & security charges	Talbot & Co (refer note 35.3)	2.82	3.25
	Talbotforce Services Private Limited	948.74	725.54
Purchase Of property, plant and equipment	Talbotforce Services Private Limited	0.65	11.90
	Smart IT Services Private Limited	-	0.87
Interest paid on borrowings taken	SML Smart Technologies Private Limited	-	0.79
	Vision Comptech Integrators Limited	-	6.19
Reimbursements of other expenses incurred by Group	Vision Comptech Integrators Limited	-	4.87
	Vision Comptech Integrators Limited	27.06	28.40
Reimbursements of other expenses incurred by related party	Talbotforce Services Private Limited	16.58	11.48
	Neetish Sarda	18.08	11.44
Remuneration to KMP	Harsh Binani	18.08	11.61
	Punam Dargar	2.22	1.64
	Sahil Jain	5.21	-
Remuneration to relative of KMP	Riya Aggarwal	4.38	-
	Prerna Jhunjunwala	3.17	-
Consultancy Fees paid to director	Atul Gautam	2.31	-
Directors sitting Fees	V K Subburaj	0.50	-
	Rajeev Rishi	0.50	-
	Pushpa Mishra	0.28	-
Security deposit taken	Talbotforce Services Private Limited	0.50	-
	Talbot & Co	0.09	-
Borrowings taken	Vision Comptech Integrators Limited	-	15.00
Refund of borrowings taken	Vision Comptech Integrators Limited	-	100.00
	SML Smart Technologies Private Limited	-	15.00
ESOP Expenses to KMP's	Sahil Jain	4.57	-
	Punam Dargar	1.30	-

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c. Related party outstanding balances	Name of related party	As at March 31, 2025	As at March 31, 2024
Unbilled revenue	Talbotforce Services Private Limited	-	0.10
Trade payables	Talbot & Co	0.26	0.68
	Talbotforce Services Private Limited	349.14	388.89
	Vision Comptech Integrators Limited	2.10	2.20
	V K Subburaj	0.02	-
	Rajeev Rishi	0.03	-
	Pushpa Mishra	0.03	-
	Atul Gautam	0.23	-
	Employee payables	Neetish Sarda	3.41
	Harsh Binani	3.38	0.13
	Punam Dargar	0.14	-
	Sahil Jain	0.37	-
Trade receivables	Talbotforce Services Private Limited	0.01	0.00
Security deposit taken	Talbot & Co	0.09	-
	Talbotforce Services Private Limited	0.50	-

Notes:

35.1. Refer note 19.1 for the guarantees issued by related parties for the Group.

35.2. These figures are inclusive of taxes.

35.3. These expenses includes expenses that are under reverse charge mechanism.

35.4. For list of subsidiaries, refer note 43.

d. Compensation of key management personnel

The remuneration of directors and other members including relatives of key management personnel during the year was as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Short-term benefits	43.59	24.69
Post-employment benefits	6.70	4.79
Share based payment expense	5.87	-
Total	56.16	29.48

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36 FINANCIAL INSTRUMENTS

36.1. Categories of financial instruments

Particulars	Level	As at March 31, 2025			As at March 31, 2024		
		FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets							
Investments in mutual funds (Quoted)	Level 1	93.23	-	-	112.78	-	-
Investments in equity shares (Unquoted)	Level 3	16.40	-	-	-	-	-
Trade receivables		-	-	255.31	-	-	140.92
Cash and cash equivalents		-	-	496.71	-	-	387.60
Other bank balances		-	-	192.59	-	-	136.16
Other financial assets		-	-	2,714.23	-	-	2,225.23
Financial liabilities							
Lease liabilities		-	-	33,396.03	-	-	30,082.38
Borrowings		-	-	3,977.70	-	-	4,273.50
Trade payables		-	-	1,158.80	-	-	1,198.12
Other financial liabilities		-	-	5,910.82	-	-	4,558.52

At the end of the reporting period, there are no significant concentrations of credit risk for financial assets designated at FVTPL. The carrying amount reflected above represents the Group's maximum exposure to credit risk for such Financial assets.

The fair value of instruments measured at amortised cost is equivalent to the carrying cost of financial instruments.

Particulars	Level	As at March 31, 2025			As at March 31, 2024		
		Fair value	FVTOCI	Amortised cost	Fair value	FVTOCI	Amortised cost
Other financial assets - security deposits	Level 3	2,412.50	-	2,419.50	1,819.69	-	1,846.87
Interest rate used for fair valuation		6.50%			6.75%		
Other financial liabilities - security deposits	Level 3	5,125.53	-	5,117.43	4,069.53	-	4,052.73
Interest rate used for fair valuation		9.10%			9.05%		

The fair value of security deposits was estimated based on the contractual terms of the security deposits and parameters such as interest rates. Since, the data from any observable markets in respect of interest rates were not available, the interest rates were considered to be significant unobservable inputs to the valuation of these deposits.

36.1.1 Fair values hierarchy

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

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

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

Level 3: unobservable inputs for the asset or liability.

36.2. Financial risk management objectives

While ensuring liquidity is sufficient to meet the Group's operational requirements, the Group's risk management committee also monitors and manages key financial risks relating to the operations of the Group by analysing exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest risk and price risk), credit risk and liquidity risk.

36.2.1. Market risk

36.2.1.1. Currency risk

Currency risk is the risk or uncertainty arising from possible currency movements and their impact on the future cash flows of a business. There are no material currency risk affecting the financial position of the Group as there are no material transactions in currency other than functional currency of the Group.

36.2.1.2. Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and floating rate loans and borrowings keeping in view of current market scenario.

Interest rate risk exposure

The Group's floating rate borrowing is subject to interest rate fluctuations. Below is the overall exposure of the borrowing (undiscounted):

Particulars	As at March 31, 2025	As at March 31, 2024
Floating rate borrowings	3,865.87	4,105.80
Fixed rate borrowings	130.68	191.59

Sensitivity:

Profit or loss is sensitive to higher/ lower interest expense from floating rate borrowings as a result of changes in interest rates (for complete year on closing balance) :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Increase by 1%	38.66	41.06
Decrease by 1%	(38.66)	(41.06)

36.2.1.3. Price risk

The Group's exposure to price risk arises from investments held and classified as FVTPL. To manage the price risk arising from investments, the Group diversifies its portfolio of assets.

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Sensitivity analysis:

Profit or loss is sensitive to higher/ lower prices of instruments classified as FVTPL on the Group's profit for the periods (for complete year on closing balance) :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Increase by 5%	5.48	5.64
Decrease by 5%	(5.48)	(5.64)

36.2.1.4. Credit risk management

Credit risk is the risk that a counterparty fails to discharge its obligation to the Group under a financial instrument or customer contract leading to a financial loss. The Group is exposed to credit risk mainly with respect to trade receivables, investment in mutual funds, bank deposits and bank balances.

Trade receivables

The trade receivables of the Group are typically non-interest bearing and derived from sales made to a large number of independent customers. As the customer base is widely distributed both economically and geographically, there is minimal concentration of credit risk. The credit period provided by the Group to its customers generally ranges from 7 days.

The management performs ongoing assessment of trade receivables for each customer basis the terms and conditions of each contract to identify the material breach. Facts and circumstances relevant to each customer are reviewed by the management to assess credit risk. Receivables are credit impaired to the extent unsecured and there is no convincing evidence establishing collection of consideration in near future.

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. Where the financial asset has been written-off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in the Consolidated Statement of Profit and Loss.

Other financial instruments and bank deposits

The Group's treasury, in accordance with the board approved policy, maintains its cash and cash equivalents, deposits and investment in mutual funds with banks, financial and other institutions, having good reputation, past track record, and high credit rating. Similarly, counter-parties of the Group's other receivables carry either no or very minimal credit risk. Further, the Group reviews the credit-worthiness of the counter-parties (on the basis of its ratings, credit spreads and financial strength) of all the above assets on an on-going basis, and if required, takes necessary mitigation measures.

36.2.1.5. Liquidity risk management

The Group manages liquidity risk by maintaining sufficient cash and cash equivalents including bank deposits and availability of funding through an adequate amount of committed credit facilities, security deposits from customers to meet the obligations when due. Management monitors rolling forecasts of liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, liquidity management also involves projecting cash flows considering level of liquid assets necessary to meet obligations by matching the maturity profiles of financial assets & liabilities and monitoring balance sheet liquidity ratios.

The Group has incurred loss for the year ended March 31, 2025 of ₹ 628.46 million (₹ 498.33 million for the financial year ended March 31, 2024) and as at that date, the current liabilities exceeded its current assets by ₹ 9,613.65 million (₹ 6,898.44 million as at March 31, 2024). The Group has a long term lease agreements with its customers, has generated positive cash flows from its operation, retained its existing customers and utilising the security deposits which are classified as current liabilities. Additionally, the Group has initiated plans to relocate to larger business centers to enhance cost efficiency and revenue potential and has obtained external borrowings as needed.

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The Management have made an assessment of the Group's ability to continue as a going concern and have no reason to believe the Group will not be a going concern in the year ahead considering external funding arrangements with banks and other aforesaid initiatives.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The information included in the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

Particulars	Less than 1 year	1 year – 5 years	More than 5 years	Total	Carrying Amount
As at March 31, 2025					
Non-interest bearing					
Trade payable	1,158.80	-	-	1,158.80	1,158.80
Other financial liabilities	3,384.28	3,207.81	-	6,592.09	5,891.19
Fixed interest rate instruments					
Borrowings (including interest)	120.73	13.22	-	133.95	130.65
Lease liabilities	8,161.20	27,852.12	7,068.34	43,081.66	33,396.03
Variable interest rate instruments					
Borrowings (including interest)	1,996.83	2,459.37	25.56	4,481.76	3,847.05
Total	14,821.85	33,532.52	7,093.90	55,448.27	44,423.72
As at March 31, 2024					
Non-interest bearing					
Trade payable	1,198.12	-	-	1,198.12	1,198.12
Other financial liabilities	2,206.34	2,894.92	-	5,101.26	4,537.27
Fixed interest rate instruments					
Borrowings (including interest)	160.66	45.03	-	205.69	190.93
Lease liabilities	6,293.39	23,473.58	11,168.73	40,935.70	30,082.38
Variable interest rate instruments					
Borrowings (including interest)	2,072.60	2,619.93	134.56	4,827.09	4,082.57
Total	11,931.11	29,033.46	11,303.29	52,267.86	40,091.27

36.3. Fair value measurement

During the year ended March 31, 2025 and year ended March 31, 2024, the Group has made investment in certain mutual fund schemes which are measured at Fair Value through Profit and Loss (FVTPL). NAV available as on March 31, 2025 and March 31, 2024 has been used to measure the investment and same is treated as Level 1 input.

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36.4. Reconciliation of liabilities whose cash flow movements are disclosed as part of financing activities in the statement of cash flows:

Consolidated Balance Sheet caption	Consolidated Statement of cash flows line item	Opening balance	Cash flows (net)	Non - Cash items			Closing balance
				Addition on account of ROU (Net of termination)	Reclassification from trade payables	Other adjustments	
For the year ended March 31, 2025							
Lease liabilities	Repayment of principal and interest portion of lease liabilities	30,082.38	(6,850.34)	7,498.37	(30.49)	2,696.11	33,396.03
Borrowings	Proceeds/repayments of borrowings (including short term except bank overdraft)	3,849.15	(261.32)	-	-	3.73	3,591.56
For the year ended March 31, 2024							
Lease liabilities	Repayment of principal and interest portion of lease liabilities	33,976.22	(5,536.33)	3,817.71	14.23	(2,189.45)	30,082.38
Borrowings	Proceeds/repayments of borrowings (including short term except bank overdraft)	4,195.34	(364.50)	-	-	18.31	3,849.15

37 CAPITAL MANAGEMENT

The purpose of the Group's capital management is to maintain an optimal capital structure to reduce the Cost of capital.

Management monitors capital on the basis of the carrying amount of equity and net debt (adjusted for cash and cash equivalents) as presented on the face of Consolidated Balance Sheet.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

Particulars	As at March 31, 2025	As at March 31, 2024
Borrowings	3,977.70	4,273.50
Less: Cash and cash equivalents	(496.71)	(387.60)
Less: Bank deposits including accrued interest	(387.75)	(487.53)
Less: Investment in mutual funds	(93.23)	(112.78)
Less: Security deposits (refer note 10.1 and 10.3)	(7.50)	(15.00)
Net Debt (A)	2,992.51	3,270.59
Total equity	1,078.81	500.07
Capital and net debt (B)	4,071.32	3,770.66
Gearing ratio (A/B)	73.50%	86.74%

Notes:

37.1 Net debt does not include lease liabilities.

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- 38** The Board of Directors of the Parent Company have not declared any dividend and accordingly no apportionment has been made with respect to dividend for cumulative convertible preference shares amounting to ₹ 77.16 million till the period ended August 13, 2024 (March 31, 2024 - ₹ 50.94 million).

Pursuant to ""Waiver cum Amendment Agreement"" between the Parent Company and Space Solutions India Pte Ltd (formerly known as Lisbrine PTE. LTD.) (SSIPL) dated August 13, 2024, the CCPS holder waived off its rights to receive cumulative fixed preferential dividend in respect of the convertible preference share held by the Investor.

During the year ended March 31, 2025, the Parent Company has converted 19,610,398 CCPS of face value of ₹ 10 each held by Space Solutions India Pte. Limited (formerly known as Lisbrine PTE. LTD.) (SSIPL) into 19,610,398 equity shares of face value of ₹ 10 each as per the terms and conditions stated in articles of association and the Shareholder's agreement.

- 39** The Group did not grant any loan or advance in the nature of loans to any of its promoters, directors, KMPs or other related parties, as defined under the Companies Act, 2013, in the current year and in the previous year.

40 RELATIONSHIP WITH STRUCK OFF COMPANIES

Relationship with struck off Company	Nature of transactions	Name of struck off Company	Balance outstanding as on March 31, 2025	Balance outstanding as on March 31, 2024
Customers	Trade receivables	Estivus Overseas Management Private Limited	0.04	0.04
		Invanto India Private Limited	-	0.03
Vendors	Advances to suppliers	Chinni Beverages Private Limited	0.13	0.15
		Aazain Infotech Private Limited	0.04	0.04
	Capital advances	Spes Technologies India Private Limited	0.24	0.24

41 SHARE BASED PAYMENTS

Employee share option plan

The Parent Company granted employee stock options to certain eligible employees under ESOP scheme named Smartworks Coworking Spaces Limited Employee Share Option Plan 2022 and as amended thereafter.

The ESOP plan was duly approved by the board of directors at their meeting held on July 31, 2024 and the shareholders of the Parent Company by way of resolution passed at their Annual General Meeting held on August 3, 2024 for granting of aggregate 317,500 shares. These options would vest generally over 2 years from the date of grant as per the letter of grant executed between the Parent Company and its employees. The Vested options will be exercised by the employee over 2 years from the vesting date which will be settled in equity shares of the Parent Company. In determining which Employees may be granted Options and for determining the quantum of Options to be granted, the Committee/Board will take into account whether Options will provide additional incentive to Employees, whether such Options will promote the success of the relevant Group Company's business, the potential for future contribution to the relevant Group Company, integrity, number of employment years and any other factor(s) as deemed appropriate by the Committee/Board.

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The following table summarises the movement in stock option granted and weighted average exercise price during the year :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Outstanding at the beginning of the year	-	-
Granted during the year	3,17,500	-
Exercised during the year	-	-
Forfeited during the year	16,000	-
Outstanding at the end of the year	3,01,500	-
Exercisable at the end of the year	-	-

The fair value of Employee Stock Options as on the date of grant was determined using the Black Scholes formula. The inputs used in the measurement of the fair values at the grant date of the equity settled share based payment plan is as follows :

Particulars	Employee stock options plan
Grant Date	01-Aug-24
Weighted average fair value (₹)	260.91
Expected Life (in years)	3.25
Volatility (%)	42.70%
Risk free Rate (%)	6.73%
Exercise Price (₹)	10.00

Expected term has been computed as the vesting term plus the midpoint of the remaining contractual term from the date of vesting. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of options is indicative of future trends, which may also not necessarily be the actual outcome. The weighted average remaining contractual life of the option as on March 31, 2025 is 2.59 years.

Expenses arising from share based payment transactions

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Employee stock option scheme	39.32	-

42 AUDIT TRAIL

MCA vide its notification number G.S.R. 206(E) dated March 24, 2021 (amended from time to time) in reference to the proviso to Rule 3 (1) of the Companies (Accounts) Amendment Rules, 2021, introduced the requirement w.e.f. April 01, 2023, to only use such accounting software which has a feature of recording audit trail of each and every transaction.

The Group has assessed IT applications including supporting applications considering the guidance provided in "Implementation guide on reporting on audit trail under rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (Revised 2024 edition)" issued by the Institute of Chartered Accounts of India in February 2024, and identified applications that are relevant for maintaining books of accounts. During the year ended March 31, 2025, the Parent Company has migrated to new accounting software from April 01, 2024. The Management of Parent Company had implemented audit trail feature over accounting software and one supporting software from December 26, 2024 and December 10, 2024, respectively. Further, the respective management of the subsidiaries, incorporated in India, has used accounting software which has a feature of audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the accounting software.

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During such year/period, as applicable, audit trail feature operated effectively and there were no instances of audit trail feature being tampered with.

Furthermore, audit trail has been preserved by the Group as per the statutory requirements for record retention.

43 INVESTMENTS IN SUBSIDIARIES

Name of the entity	Country of incorporation	Principal activity	Parent share in each subsidiaries	
			March 31, 2025	March 31, 2024
Smartworks Tech Solutions Private Limited (refer note 43.1)	India	Software development	100%	100%
Smartworks Office Services Private Limited	India	Facility management services	100%	100%
Smartworks Stellar Services Private Limited	India	Co-working space provider	100%	100%
Smartworks Space Pte. Ltd.	Singapore	Co-working space provider	100%	Refer note 43.2

43.1 Formerly known as Smartworks Coliving Private Limited

43.2 The Parent Company has incorporated a new subsidiary in Singapore, i.e. Smartworks Space Pte. Ltd. "(SSPL)", on March 15, 2024. SSPL did not have any paid-up capital as at March 31, 2024. On May 24, 2024, SSPL has allotted 3 million shares (face value: SGD 1) for consideration of SGD 3 million to the Company. SSPL has not entered into any financial transaction during the year ended March 31, 2024.

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44 ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III TO THE ACT

Table 1 - Details pertaining to share in net assets, profit or loss and total comprehensive income

Name of the entity / Principal activities	% of shareholding as of March 31, 2025	Principal place of operation / country of incorporation	Net Assets ('N A'), i.e., total assets minus total liabilities		Share in profit or loss ('P&L')		Share in total comprehensive income ('TCI')	
			As % of consolidated N A	Amount	As % of consolidated P&L	Amount	As % of consolidated TCI	Amount
Parent								
Co-working space provider								
Smartworks Coworking Spaces Limited	100%	India	105.08%	1,133.57	97.72%	(617.37)	98.26%	(617.51)
Subsidiaries								
Software development								
Smartworks Tech Solutions Private Limited (refer note 44.1)	100%	India	(5.19%)	(55.98)	3.08%	(19.46)	3.13%	(19.67)
Facility management services								
Smartworks Office Services Private Limited	100%	India	(0.04%)	(0.47)	0.04%	(0.28)	0.04%	(0.28)
Co-working space provider								
Smartworks Stellar Services Private Limited	100%	India	(0.51%)	(5.48)	0.14%	(0.88)	0.14%	(0.88)
Co-working space provider								
Smartworks Space Pte. Ltd	100%	Singapore	18.42%	198.73	(1.24%)	7.81	(1.83%)	11.49
Consolidation adjustments			(17.76%)	(191.56)	0.26%	(1.61)	0.26%	(1.61)
Total			100.00%	1,078.81	100.00%	(631.79)	100.00%	(628.46)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Name of the entity / Principal activities	% of shareholding as of March 31, 2024	Principal place of operation / country of incorporation	March 31, 2024							
			Net Assets ('N A'), i.e., total assets minus total liabilities		Share in profit or loss ('P&L')		Share in total comprehensive income ('TCI')			
			As % of consolidated N A	Amount	As % of consolidated P&L	Amount	As % of consolidated TCI	Amount		
Parent										
Co-working space provider										
Smartworks Coworking Spaces Limited	100%	India	108.76%	543.88	94.13%	(470.24)	94.08%	(468.85)		
Subsidiaries										
Software development										
Smartworks Tech Solutions Private Limited (refer note 44.1)	100%	India	7.26%	(36.30)	5.32%	(26.58)	5.36%	(26.73)		
Facility management services										
Smartworks Office Services Private Limited	100%	India	(0.04%)	(0.19)	0.02%	(0.10)	0.02%	(0.10)		
Co-working space provider										
Smartworks Stellar Services Private Limited	100%	India	(0.92%)	(4.60)	0.11%	(0.53)	0.11%	(0.53)		
Consolidation adjustments										
			(0.54%)	(2.72)	0.42%	(2.12)	0.43%	(2.12)		
Total			100.00%	500.07	100.00%	(499.57)	100%	(498.33)		

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Name of the entity / Principal activities	% of shareholding as of March 31, 2025 and March 31, 2024	Principal place of operation / country of incorporation	March 31, 2025		March 31, 2024	
			Share in other comprehensive income ('OCI')		Share in other comprehensive income ('OCI')	
			As % of OCI	Amount	As % of OCI	Amount
Parent						
Co-working space provider						
Smartworks Coworking Spaces Limited	100%	India	(4.16%)	(0.14)	112.10%	1.39
Subsidiaries						
Software development						
Smartworks Tech Solutions Private Limited (refer note 44.1)	100%	India	(6.30%)	(0.21)	(12.10%)	(0.15)
Facility management services						
Smartworks Office Services Private Limited	100%	India	-	-	-	-
Co-working space provider						
Smartworks Stellar Services Private Limited	100%	India	-	-	-	-
Co-working space provider						
Smartworks Space Pte. Ltd	100%	Singapore	110.46%	3.68	-	-
Consolidation adjustments						
			-	-	-	-
Total			100.00%	3.33	100.00%	1.24

Table 2 - Details pertaining to share in OCI

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

Particulars	Smartworks Space Pte Ltd.	Smartworks Tech Solutions Private Limited (refer note 44.1)	Smartworks Office Services Private Limited	Smartworks Stellar Services Private Limited
	March 15, 2024	March 11, 2019	February 26, 2019	April 28, 2022
Date on which subsidiary was incorporated	March 15, 2024	March 11, 2019	February 26, 2019	April 28, 2022
Country of registration	Singapore	India	India	India
Reporting currency	SGD	INR	INR	INR
Reporting period	Apr'24 to Mar'25	Apr'24 to Mar'25	Apr'24 to Mar'25	Apr'24 to Mar'25
Financial year ended	Mar 31, 2025	Mar 31, 2025	Mar 31, 2025	Mar 31, 2025
Share Capital	187.24	0.10	0.10	0.10
Reserves	11.49	(56.08)	(0.57)	(5.58)
Total Assets	446.44	206.97	0.32	1.20
Total Liabilities	247.70	262.94	0.79	6.68
Turnover	296.03	57.12	-	-
Profit/(loss) before tax	8.76	(25.05)	(0.28)	(0.88)
Tax expenses/(credit)	-	(5.59)	-	-
Profit/(loss) after tax	7.81	(19.46)	(0.28)	(0.88)
% of shareholding	100.00%	100.00%	100.00%	100.00%

Notes :

44.1 Formerly known as Smartworks Coliving Private Limited

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

45 On March 27, 2024, Smartworks Space Pte. Ltd. entered into an agreement with Keppel Real Estate Services PTE. LTD. ('KRESPL') to acquire property, plant and equipment and contracts with customers / vendor in respect of two co-working centers located in Singapore for consideration of USD 2.085 million (₹ 174.61 million). Further, the Company has received net security deposit amounting ₹ 20.31 million from KRESPL, with respect to deposits received from existing customers and paid to landlords by KRESPL. This transaction has been completed as on May 28, 2024 as per closing condition mentioned in agreement. Considering no business process (other than ancillary process) has been acquired under this arrangement, this acquisition has been accounted as asset purchase as per Ind AS 103. Below are the details of asset acquired:

Particulars	₹ In million
Fair Value of Assets	
Property, Plant and Equipments	174.61
Security deposit paid to landlords	32.03
Fair Value of Assets (A)	206.64
Security deposit received from customers	52.34
Fair Value of Liabilities (B)	52.34
Net Assets acquired (A-B)	154.30
Consideration paid for acquisition of assets	174.61
Net receipt on account of security deposits	(20.31)
Total consideration	154.30

46 In financial year 2021, certain anonymous mails/letters were received by Group's various stakeholders, wherein one of the shareholders of the Parent Company appointed independent advocates ("Independent Advocates") for conducting financial / legal due diligence of such anonymous allegation mails / letters. Based on the due diligence performed by Independent Advocates and after considering the relevant underlying evidence, it was concluded that all such allegations appear to be baseless and devoid of any substance other than one matter which is sub-judice.

Further, the Group noted that certain anonymous and frivolous allegation mails / letters ("communications") have been received by the Group including through SEBI and merchant bankers, till the date of signing of these Consolidated Financial Statements, having unsubstantiated allegations, inter alia, of irregularities in operation of the Group, illegal / unexplained source of funds, non-payment of borrowings and involvement in abetment to suicide by certain of its promoters, lack of internal financial controls, discrepancies /illegal activities of the Group, hiding of financial and operational liabilities of the Group, ongoing investigations by various regulatory authorities against the Group, certain of its promoters and certain companies in the Group.

The Board of Directors of the Parent Company have considered and analysed the communications and concluded that such allegations are baseless and frivolous and there is no impact on the operations and Consolidated Financial Statements of the Group.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

AS AT MARCH 31, 2025

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

47 OTHER STATUTORY INFORMATION

- (i) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Group have not traded or invested in Crypto currency or Virtual Currency during the year.
- (iii) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (iv) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) 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
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (v) The Group has not entered into any such 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).
- (vi) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.
- (vii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

For and on behalf of the Board of Directors of
Smartworks Coworking Spaces Limited
 (Formerly known as Smartworks Coworking Spaces Private Limited)

Sd/-
Neetish Sarda
 Managing Director
 DIN: 07262894
 Place: Gurugram
 Date: June 13, 2025

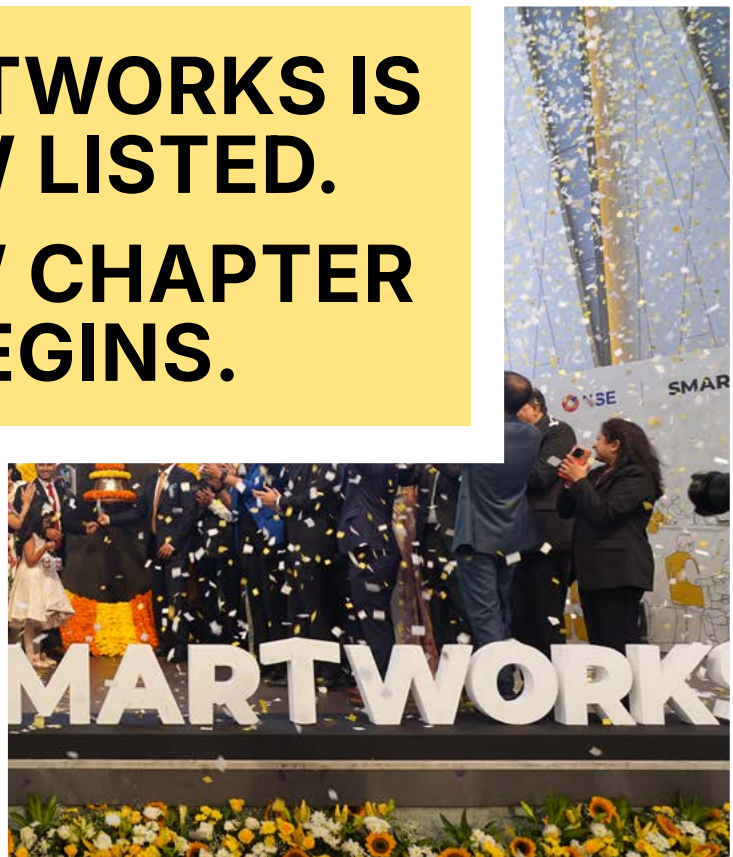
Sd/-
Harsh Binani
 Wholetime Director
 DIN: 07717396
 Place: Gurugram
 Date: June 13, 2025

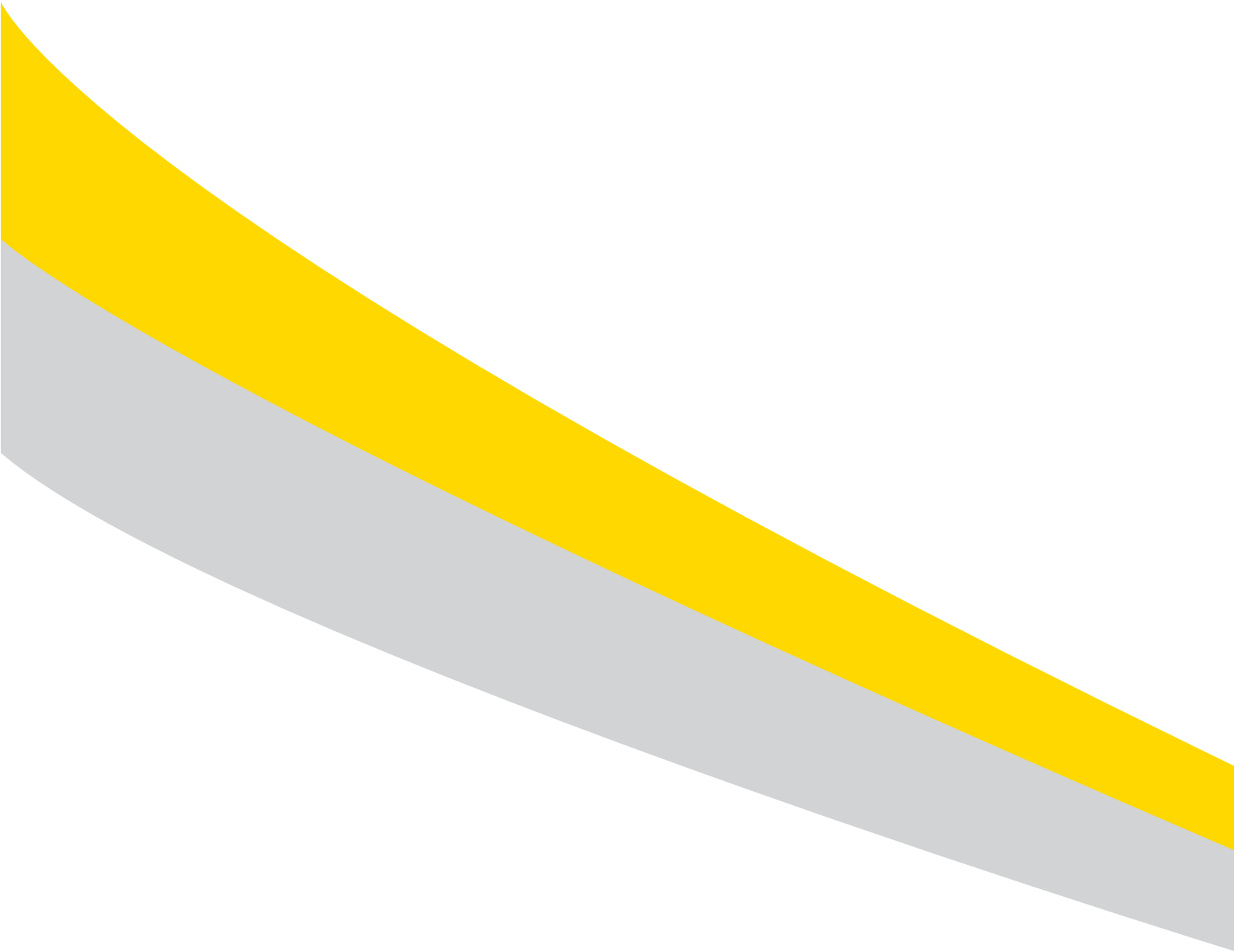
Sd/-
Sahil Jain
 Chief Financial Officer
 Place: Gurugram
 Date: June 13, 2025

Sd/-
Punam Dargar
 Company Secretary (M. No.- A56987)
 Place: Kolkata
 Date: June 13, 2025



**SMARTWORKS IS
NOW LISTED.
A NEW CHAPTER
BEGINS.**





SMARTWORKS

Workspaces that work for you

Smartworks Coworking Spaces Limited

(Formerly known as Smartworks Coworking Spaces Private Limited)

Regd. Office: Unit No. 305 – 310, Plot No. 9, 10, & 11,
Vardhman Trade Centre, Nehru Place, South Delhi – 110 019.

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the **Tenth (10th) Annual General Meeting (“AGM”)** of the Members of **Smartworks Coworking Spaces Limited** (the “Company”) will be held on **Monday, 29th September, 2025** at **03:30 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) facility means in compliance with General Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider, and adopt the Audited Annual Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with Auditors’ Report thereon and the Boards’ Report.**
2. **To re-appoint Mr. Harsh Binani (DIN: 07717396), who retires by rotation and being eligible, offers himself for re-appointment.**

Explanation: Based on the terms of appointment, executive directors, non-executive and non-independent chairman are subject to retirement by rotation. Mr. Harsh Binani, Whole-Time Director, whose office is liable to retire at the ensuing AGM, being eligible, seeks reappointment. Based on performance evaluation and recommendation of the Nomination and Remuneration Committee, The Board recommends his reappointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Ho Kiam Kheong (DIN:08661195) as a Non-Executive Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s), or re-enactment thereof for the time being in force), and based on recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ho Kiam Kheong (DIN:08661195) appointed as an Additional Director of the Company with effect from September 01, 2025, to hold office up to the date of ensuing Annual General Meeting, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director and Mrs. Punam Dargar, Company Secretary & Compliance Officer, of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

Smartworks Coworking Spaces Limited

(Formerly known as Smartworks Coworking Spaces Private Limited)

Regd. Office: Unit No. 305 - 310, Plot No. 9,10, & 11, Vardhman Trade Centre, Nehru Place, South Delhi - 110 019.

Phone No: 0124-6919 400

CIN: L74900DL2015PLC310656



4. Approval of revised remuneration of Mr. Neetish Sarda (DIN: 07262894), Managing Director

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, and in furtherance and partial modification of the resolution passed by the Members at the Annual General Meeting held on August 03, 2024, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and such other regulatory or governmental approvals as may be required, the approval of the Members be and is hereby accorded for the payment of remuneration to Mr. Neetish Sarda (DIN: 07262894), as Managing Director of the Company, for the remaining term upto March 07, 2026, in the manner specified in the Explanatory Statement, notwithstanding that such remuneration may exceed the limits prescribed under Section 197(1) read with Schedule V of the Act and Regulation 17(6)(e)(ii) of SEBI Listing Regulations, in case of inadequacy of profits or loss during the aforesaid period.

RESOLVED FURTHER THAT the present term of appointment shall continue upto 07 March 2026 and other terms and conditions of Mr. Neetish Sarda’s appointment as Managing Director shall remain unchanged except to the extent of the remuneration approved herein.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary or revise the scope and structure of the remuneration payable to Mr. Neetish Sarda, including the monetary value thereof, from time to time, in such manner as may be deemed appropriate, subject to the overall limits specified under this resolution and in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT any Director and Mrs. Punam Dargar, Company Secretary & Compliance Officer, of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

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CIN: L74900DL2015PLC310656





5. Approval of revised remuneration of Mr. Harsh Binani (DIN: 07717396), Whole Time Director

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, and in furtherance and partial modification of the resolution passed by the Members at the Annual General Meeting held on August 03, 2024, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and such other regulatory or governmental approvals as may be required, the approval of the Members be and is hereby accorded for the payment of remuneration to Mr. Harsh Binani (DIN: 07717396), as the Whole-time Director of the Company for the remaining term upto September 30, 2027, in the manner specified in the Explanatory Statement, notwithstanding that such remuneration may exceed the limits prescribed under Section 197(1) read with Schedule V of the Act and Regulation 17(6)(e)(ii) of SEBI Listing Regulations, in case of inadequacy of profits or loss during the aforesaid period.

RESOLVED FURTHER THAT the present term of appointment shall continue upto September 30, 2027 (“Tenure”), and other terms and conditions of Mr. Harsh Binani’s appointment as Whole-time Director shall remain unchanged, except to the extent of the remuneration approved herein.

RESOLVED FURTHER THAT in the event the Company has adequate profits in any financial year during the Tenure of Mr. Harsh Binani, the Board of Directors be and is hereby authorized, based on the recommendation of the Nomination and Remuneration Committee, to determine and fix the remuneration payable to him within the limits prescribed under Section 197(1) read with Schedule V of the Act and Regulation 17(6) of the SEBI Listing Regulations, without requiring further approval of the Members.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary or revise the scope and structure of the remuneration payable to Mr. Harsh Binani, including the monetary value thereof, from time to time, in such manner as may be deemed appropriate, subject to the overall limits specified under this resolution and in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT any Director and Mrs. Punam Dargar, Company Secretary & Compliance Officer, of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

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CIN: L74900DL2015PLC310656



6. Re-appointment of Mr. Neetish Sarda as Managing Director

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to such regulatory or governmental approvals as may be necessary, the approval of the Members be and is hereby accorded for the appointment of **Mr. Neetish Sarda (DIN: 07262894)** as Managing Director, for a period of 5 years with effect from March 08, 2026, to March 07, 2031 (“**Tenure**”), as per the terms and conditions of appointment including remuneration as detailed in the Explanatory Statement, notwithstanding that such remuneration may exceed the limits prescribed under Section 197(1) read with Schedule V of the Act and Regulation 17(6)(e)(ii) of SEBI Listing Regulations, in case of inadequacy of profits or loss during the aforesaid period.

RESOLVED FURTHER THAT if the Company has a loss for a period exceeding three (3) consecutive financial years, the remuneration payable to Mr. Neetish Sarda shall be subject to the approval of the Members in accordance with the provisions of Schedule V of the Companies Act, 2013, and any further regulatory requirements.

RESOLVED FURTHER THAT in the event the Company has adequate profits in any financial year during the Tenure of Mr. Neetish Sarda, the Board of Directors be and is hereby authorized, based on the recommendation of the Nomination and Remuneration Committee, to determine and fix the remuneration payable to him within the limits prescribed under Section 197(1) read with Schedule V of the Act and Regulation 17(6) of the SEBI Listing Regulations, without requiring further approval of the Members.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter, vary or revise the scope and structure of the remuneration payable to Mr. Neetish Sarda, including the monetary value thereof, from time to time, in such manner as may be deemed appropriate, subject to the overall limits specified under this resolution and in accordance with the applicable provisions of the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT any Director and Mrs. Punam Dargar, Company Secretary & Compliance Officer, of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

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7. Ratification of the Employees Stock Option Plan 2022 (“ESOP 2022”)

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

RESOLVED THAT pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws (including any statutory modification(s) or re-enactment thereof), and in accordance with the Memorandum and Articles of Association of the Company, the Employee Stock Option Plan 2022 (“ESOP Scheme”), as approved by the Members at the Extraordinary General Meeting held on 24 February, 2023 and amended in Annual General Meeting held on 03 August, 2024 the ratification of the ESOP Scheme as recommended by the Board of Directors of the Company and/or the Nomination and Remuneration Committee (NRC) be and is hereby approved and it is further noted that out of the total pool size of 9,50,000 (Nine-Lakh Fifty Thousand Only) stock options, each convertible into one equity share of INR 10/- fully paid and ranking pari passu with the existing equity shares of the Company upon allotment, certain stock options have already been granted and vested and the Board of Directors of the Company (including any Committee authorized by the Board including Nomination and Remuneration Committee) be and is hereby authorized to create, grant, offer, issue, reissue or transfer, in one or more tranches, the balance stock options, including by way of re-issuance of lapsed, surrendered or cancelled options under the Scheme, for the benefit of eligible employees of the Company in accordance with applicable laws.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Neetish Sarda (DIN: 07262894), Managing Director, or Mr. Harsh Binani (DIN: 07717396), Whole-time Director, or Mrs. Punam Dargar, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to take all necessary steps for implementation of the ESOP Scheme, including evolving, deciding upon, and bringing into effect the Scheme, and to modify, suspend, withdraw, or revive the Scheme from time to time, as may be required by any statutory authority or under applicable laws, provided that such changes are not detrimental to the interests of eligible employees.

RESOLVED FURTHER THAT the aforesaid authorized persons be empowered to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to the Scheme, including taking all necessary steps for listing of the equity shares arising on exercise of options on the Stock Exchanges, and to settle any questions, difficulties or doubts that may arise in this regard, without requiring any further consent or approval of the members of the Company.”

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8. Ratification of the extension of benefits under Employees Stock Option Plan 2022 (“ESOP 2022) to the employees of Subsidiary Companies

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws (including any statutory modification(s) or re-enactment thereof), and in accordance with the Memorandum and Articles of Association of the Company, and on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the shareholders be and is hereby accorded to extend the benefits of the Employee Stock Option Plan 2022 (“ESOP Scheme”) to the employees of present and future subsidiaries (the “Subsidiaries) of the Company, as may be determined by the Board of Directors of the Company (including any Committee duly authorized by the Board).

RESOLVED FURTHER THAT all terms, conditions, powers, and authorisations as set out in the resolution approving and ratifying the ESOP Scheme for the employees of the Company, including those relating to administration, modification, and implementation, shall mutatis mutandis apply to the grant of options to the employees of the Subsidiaries.”

RESOLVED FURTHER THAT any Director and Mrs. Punam Dargar, Company Secretary & Compliance Officer, of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

9. Appointment of M/s. SBYN & Associates LLP, Company Secretaries, as Secretarial Auditor

*To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provision of Section 204(1) of the Companies Act 2013, Rule 9 of the companies (Appointment and Remuneration Personnel) Rules 2014 and other applicable provisions any of the Companies Act 2013, read with Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. SBYN & Associates LLP, Company Secretaries (FRN: L2025UP018500) be and are hereby appointed as Secretarial Auditor of the Company to conduct the Secretarial Audit for a period of five (5) consecutive years from the conclusion of 10th (Tenth) Annual General Meeting of the Company until the conclusion of 15th (Fifteenth) Annual General Meeting of the Company, to be held for the financial year 2029-30, on such terms and conditions, including remuneration as determined by the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board).

Smartworks Coworking Spaces Limited

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RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT any Director and Mrs. Punam Dargar, Company Secretary & Compliance Officer, of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.”

10. Approval of Consultancy Services from Mr. Atul Gautam, Non-Executive Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and on the recommendation of the Audit Committee of the Company, and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to approve the related party transaction with Mr. Atul Gautam, Non-Executive Director of the Company, in ordinary course of business as per the details mentioned below:

Particulars	Remarks
Name of Related Party	Mr. Atul Gautam
Nature of Relationship with Related Party	Non-Executive Director
Nature of Contract or Arrangement	Availing of Consultancy services
Duration of Contract or Arrangement and particulars of the Contract	12 Months for Advisory Charges
Material terms and Monetary Value of the Contract or Arrangements including the value, if any	Monthly Professional Fees of INR 3,00,000/- Duration – 12 Months
Any advance paid or received for the Contract or Arrangement, if any	NIL
Manner of determining pricing and other commercial terms, both included as part of Contract and not considered as part of the contract	Industry Standard (Arm’s length pricing basis the industry standard for relevant experience)
Details of factors not considered relevant for the contract with the rationale for not considering those factors	NIL
Any other information relevant or important for the members to take a decision on the proposed resolution	N.A.

RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mr. Harsh Binani (DIN: 07717396) Whole Time Director, or Mrs. Punam Dargar, Company Secretary & Compliance Officer, of the Company be and are hereby *severally* authorized, to negotiate the terms & conditions,

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(Formerly known as Smartworks Coworking Spaces Private Limited)

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Phone No: 0124-6919 400

CIN: L74900DL2015PLC310656



finalize, execute, sign, amend, modify, renew such agreements, schedules, annexes, supplements, memorandums, writings, deeds, papers, letters and documents as may be required for this transaction;

RESOLVED FURTHER THAT Mr. Neetish Sarda (DIN: 07262894), Managing Director or Mr. Harsh Binani (DIN: 07717396) Whole Time Director, or Mrs. Punam Dargar, Company Secretary & Compliance Officer, of the Company be and are hereby *severally* authorized to do all such things acts, deeds, things, matters as they may consider necessary and expedient to give effect to the above resolution.”

**For and on behalf of the Board of Directors
Smartworks Coworking Spaces Limited**

Sd/-

Punam Dargar

Company Secretary & Compliance Officer

(Mem. No.: A56987)

Address: Unit No. 305-310, Plot No 9, 10 & 11 Vardhman Trade Centre
Nehru Place, South Delhi-110019

Date: 1st September, 2025

Place: Kolkata

SMARTWORKS

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**NOTES:**

1. Pursuant to the General Circular Nos. 14/ 2020 dated 8th April 2020 and 17/2020 dated 13th April 2020, followed by General Circular no. 20/2020 dated 05th May, 2020; General Circular no. 02/2022 dated 05th May, 2022, General Circular no. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023, and subsequent circulars issued in this regard, the latest being General Circular no. 09/2024 dated 19th September, 2024 (“**MCA Circulars**”) issued by Ministry of Corporate Affairs (“**MCA**”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by the Securities and Exchange Board of India (“**SEBI**”) read with other applicable circulars and notifications issued by SEBI in this regard (collectively to be referred to as “**SEBI Circulars**”), Companies are allowed to convene Annual General Meetings (“**AGM**”) on or before 30th September, 2025 through Video Conferencing (**VC**) or Other Audio Visual Mode (**OAVM**), without the physical presence of members at a deemed venue. Hence, in compliance with the said circulars and provisions of the Companies Act, 2013 (the “**Act**”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the AGM of the Company is being held through VC/OAVM.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM FACILITY, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.** Pursuant to the MCA Circulars and SEBI Circulars the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 113 of the Act, the Institutional Members/Body Corporates are entitled to appoint authorised representatives are mandatorily required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc. to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to scrutinizer.sba@gmail.com with a copy marked to e-voting@nsdl.co.in Institutional Members/ Body Corporate can also upload their Board resolutions/ Power of Attorney/ Authority Letter before the date of AGM.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the SEBI Listing Regulations and the Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”), setting out material facts relating to businesses under Item no. 03 to 09 are included to be considered in the ensuing AGM.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the

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Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. In Compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), SS-2 issued by the ICSI and Regulation 44 of SEBI Listing Regulations (as amended), and the Circulars issued by MCA from time to time, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (“NSDL”) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

As the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto. The deemed venue for the AGM shall be the registered office of the Company. Cut-off date for the for the purpose of reckoning members/beneficial owners entitled to e-vote & attend AGM through VC/OAVM is Monday, 22nd September, 2025 (**E-Voting Cut-Off**).

8. Information regarding particulars of the Director(s) seeking appointment/re-appointment as required the provisions of SS-2 and as per Regulation 36(3) of the SEBI Listing Regulations, as applicable, forms part of this Notice. The Company has received the requisite consent/declarations from the Directors for their appointment/re-appointment under the Act and the rules made thereunder.
9. In terms of provisions of Section 107 of the Act since the resolutions as set out in the notice are being conducted through e-voting, the said resolutions will not be decided by show of hands at the AGM.
10. Members holding shares in demat form are requested to provide their e-mail address, mobile number, and details relating to nomination to their Depository Participant(s) (“DP’s”), in case the same are not updated.
11. In line with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the FY 2024-25 is being sent only through electronic mode to those Members whose E-mail ID is registered with the Company/Depository Participants (“DPs”). Members may note that the Notice and Annual Report for the FY 2024-25 will also be available on the Company’s website at <https://www.smartworksoffice.com/> website of the Stock Exchanges, i.e. and National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com. Further, in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for those members whose email id is not

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registered, a letter providing the web-link, including the exact path where complete details of the Notice and Annual Report are available, will be sent at their registered address.

However, the Members of the Company may request physical copy of the Notice along with the Annual Report from the Company by sending a request at investor_relations@sworks.co.in, in case they wish to obtain the same. The members are requested to mention their Name/Folio No./ DP ID and Client ID while submitting the aforesaid request.

12. In compliance with the aforesaid MCA Circulars and SEBI Circulars, your Company is sending notice of meeting and other documents through electronic mode only, to all the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Friday, 29th August, 2025, the (the “Cut-off date”). Any person who acquires shares of the Company and becomes Member of the Company after Friday, 29th August, 2025, being the date reckoned for the dispatch of the AGM Notice & Annual Report and who holds shares as on the **E-Voting Cut-Off** i.e. September 22nd, 2025 may get their e-mail id registered as per the procedure mentioned herein below and they may obtain the User Id and password in the manner stated in the Other instructions.

13. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market. Pursuant to abovementioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website at <https://www.smartworksoffice.com/>

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website mentioned above.

14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the said details to the Depository Participant in case the shares are held by them in dematerialised form.

PROCEDURE FOR SPEAKER REGISTRATION OR TO RAISE QUESTIONS/QUERIES

15. The Members who have any questions on financial statements or on any agenda item proposed in the notice of AGM are requested to send their queries in advance, at least seven days before AGM through E-mail at investor_relations@sworks.co.in by mentioning their name, DP ID and Client ID/ Folio No., E-mail ID, mobile number.

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Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at companysecretary@sworks.co.in between 23rd September, 2025 (9.00 a.m. IST) and 26th September, 2025 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

16. All shareholders attending the AGM will have the option to post their comments/queries through a dedicated Chat box that will be available below the Meeting screen.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the Certificate from Secretarial Auditors of the Company certifying that the Employee Stock Option Scheme of the Company are being implemented in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 along with other documents referred to in the Notice and Explanatory Statement, shall be made available for inspection by the Members upto the conclusion of the AGM by sending a request to investor_relations@sworks.co.in.
18. Non-Resident Indian Members are requested to inform CB Management Services (P) Limited /their respective DPs, immediately of (a) change in their residential status on return to India for permanent settlement; and (b) particulars of their bank accounts maintained in India with complete details.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

1. The remote e-voting period begins on Friday, September 26, 2025 at 09:00 A.M. and ends on Sunday, September 28, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the E-Voting Cut-Off Date i.e. Monday, September 22, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 22, 2025.
2. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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	<p>3. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>

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	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

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	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer.sba@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor_relations@sworks.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **investor_relations@sworks.co.in**. The same will be replied by the company suitably.

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RESULTS:

19. The company has appointed M/s Shirin Bhatt & Associates, Practicing Company Secretary (FCS No. 8273, CP No 9150), to act as Scrutinizer for conducting the remote e-voting process and voting at the AGM in a fair and transparent manner.
20. The Scrutinizer after scrutinising the votes cast by remote e-voting and e-voting during the AGM will make a consolidated Scrutinizer's Report and submit the same within 2 working days of conclusion of the AGM to the Chairman of the Company or a person authorised by her in writing, who shall countersign the same.
21. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e. and on the website of NSDL i.e. evoting@nsdl.com. The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited. The result shall also be displayed on the Notice Board at the Registered Office of the Company.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE.

As per the requirement of section 102 and other applicable provisions of the Companies Act, 2013, this explanatory statement contains relevant and material information to enable the shareholders to consider and approve the resolutions set out in the annexed Notice. Documents referred to in Notice & Explanatory Statements are available for inspection as detailed in notes to Notice of Annual General Meeting.

Item no. 3: Appointment of Mr. Ho Kiam Kheong (DIN:08661195) as a Non-Executive Director

The Members of the Company are being informed that pursuant to the provisions of Section 161(1) of the Companies Act, 2013 & rules made thereunder, Mr. Ho Kiam Kheong (DIN:08661195) was appointed as an Additional Non-Executive Director on the Board of the Company, with effect from September 01, 2025, to hold office up to the date of ensuing General Meeting.

The Members of the Company are being further informed that the Nomination and Remuneration Committee and Board of Directors of the Company, in its meeting held on September 01, 2025, proposed the appointment of Mr. Ho Kiam Kheong (DIN: 08661195) as Non-Executive Director on the Board of the Company.

Mr. Ho Kiam Kheong (DIN: 08661195), being eligible for appointment as a Non-Executive Director, offered himself for appointment by the Members of the Company. The Company has also received, inter alia, consent from Mr. Ho Kiam Kheong in writing in Form DIR-2, to act as Non-Executive Director of the Company, declaration that he is not presently disqualified from being appointed as a Director in terms of Section 164 of the Act in Form DIR-8 and that he is not debarred from holding office of Director pursuant to any Order passed by SEBI or any other such authority. Further, the Company has, in terms of Section 160 of the Act, received notice in writing, from a Member, proposing the candidature of Mr. Ho Kiam Kheong for being appointed as Non-Executive Director of the Company.

Brief resume of Mr. Ho Kiam Kheong (DIN:08661195), nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI Listing Regulations are stated in **Annexure-A**.

The Board of Directors recommends the resolution as set out in **Item No. 3** of the accompanying Notice for your approval as an Ordinary Resolution.

Except Mr. Ho Kiam Kheong (DIN:08661195) and his relatives to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the said resolution.

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Item no. 4: Approval of revised remuneration of Mr. Neetish Sarda (DIN: 07262894), Managing Director

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 01st September, 2025 approved the revision of remuneration payable to Mr. Neetish Sarda, Managing Director of the Company for the remaining term upto March 07, 2026.

In the event of inadequacy or absence of profits in any financial year during the tenure, the remuneration proposed may exceed the limits specified under Section 197(1) of the Act read with Schedule V. Therefore, approval of the Members is sought by way of a **special resolution**, in terms of Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The key revised terms of remuneration effective from September 01, 2025, are as follows:

- a) Base Compensation: INR 1.95 crores per annum with effect from September 01, 2025;
- b) Annual Bonus: INR 27.75 lacs, milestone-based on achieving an operating revenue target of 25% YoY growth;
- c) Performance-based Variables: Up to 15% of the fixed compensation, as above.
- d) Perquisites:

In addition to the remuneration, the appointee shall be entitled to perquisites upto an amount of INR 5.00 lacs per annum including medical insurance, leave travel assistance, club membership (up to two clubs), company car with driver and fuel, and telephone/internet facilities at residence, in accordance with the applicable provisions of the Income-tax Act, 1961 and the rules made thereunder. Any personal use of such facilities will be treated as a taxable perquisite.

All other terms and conditions of his appointment as approved earlier shall remain unchanged. Further, the members are requested to authorise the Board to alter, vary or revise the scope and structure of remuneration payable to Mr. Neetish Sarda, including its monetary value, from time to time as may be deemed appropriate, subject to the overall limits specified herein and in accordance with applicable provisions of the Act and SEBI Listing Regulations.

Brief resume of Mr. Neetish Sarda (DIN: 07262894), nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI Listing Regulations are stated in **Annexure-A**.

Further, in compliance with Clause (ii) of Section II of Part II of Schedule V to the Act, it is hereby confirmed that the Company has not committed any default in repayment of any of its debts or interest thereon to any bank or public financial institution.

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In accordance with Clause (iv) of Section II of Part II of Schedule V, the relevant disclosures relating to the proposed remuneration of Mr. Neetish Sarma are stated in **Annexure-B**.

The Board of Directors recommends the resolution as set out in **Item No. 4** of the accompanying Notice for your approval as a Special Resolution.

Except Mr. Neetish Sarma and Mr. Harsh Binani and their relatives to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the said resolution.

Item no. 5: Approval of revised remuneration of Mr. Harsh Binani (DIN: 07717396), Whole Time Director

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 01st September, 2025 approved the revision of remuneration payable to Mr. Harsh Binani, Whole Time Director of the Company for the remaining term upto September 30, 2027.

In the event of inadequacy or absence of profits in any financial year during the tenure, the remuneration proposed may exceed the limits specified under Section 197(1) of the Act read with Schedule V. Therefore, approval of the Members is sought by way of a **special resolution**, in terms of Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e)(ii) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The key revised terms of remuneration effective are as follows:

- a) Base compensation: INR 1.95 crores per annum with effect from September 01, 2025;
- b) Annual Bonus: INR 27.75 Lacs, milestone based on Achieving operating revenue target of 25% increase YoY;
- c) Variables up to 15% of Fixed Compensation, as above.
- d) The above remuneration shall be subject to periodical increments not exceeding 20% per annum as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee, subject however that the aggregate remuneration shall not exceed INR 6.00 Crores per annum
- e) Perquisites:

In addition to the remuneration, the appointee shall be entitled to perquisites upto an amount of INR 5.00 lacs per annum including medical insurance, leave travel assistance, club membership (up to two clubs), company car with driver and fuel, and telephone/internet facilities at residence, in accordance with the applicable provisions of the Income-tax Act, 1961 and the rules made thereunder. Any personal use of such facilities will be treated as a taxable perquisite.

All other terms and conditions of his appointment as approved earlier shall remain unchanged. Further, the members are requested to authorise the Board it to alter, vary or revise the scope and structure of remuneration payable to Mr. Harsh Binani, including its monetary value, from time to time as may be deemed appropriate,

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subject to the overall limits specified herein and in accordance with applicable provisions of the Act and SEBI Listing Regulations.

Brief resume of Mr. Harsh Binani (DIN: 07717396), nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI Listing Regulations are stated in **Annexure-A**.

Further, in compliance with Clause (ii) of Section II of Part II of Schedule V to the Act, it is hereby confirmed that the Company has not committed any default in repayment of any of its debts or interest thereon to any bank or public financial institution.

In accordance with Clause (iv) of Section II of Part II of Schedule V, the relevant disclosures relating to the proposed remuneration of Mr. Harsh Binani are stated in **Annexure-B**.

Board of Directors recommends the resolution as set out in **Item No. 5** of the accompanying Notice for your approval as a Special Resolution.

Except Mr. Neetish Sarda and Mr. Harsh Binani and their relatives to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the said resolution.

Item no. 6 Re-appointment of Mr. Neetish Sarda as Managing Director

The Company had appointed Mr. Neetish Sarda (DIN: 07262894) as Managing Director of the Company for a period of five years from 08th March, 2021. The Members had subsequently approved the said appointment and terms of his remuneration. The Members are informed that the present term of Mr. Neetish Sarda (DIN: 07262894) as Managing Director of the Company is valid upto March 07, 2026. In order to ensure continuity of leadership and in recognition of the strategic role played by Mr. Neetish Sarda in the growth and expansion of the Company, it is proposed to approve his re-appointment for a further period of five (5) years commencing from March 08, 2026, on the terms and conditions including remuneration, as detailed as under:

Terms of Appointment including remuneration of Mr. **Neetish Sarda** are detailed as under:

- a) Term of appointment: Five (5) years commencing from March 08, 2026, upto March 07, 2031.
- b) Base compensation: INR 1.95 crores per annum.
- c) Annual Bonus: INR 27.75 Lacs, milestone based on Achieving operating revenue target of 25% increase YoY;

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- d) Variables up to 15% of Fixed Compensation, as above.
- e) The above remuneration shall be subject to periodical increments not exceeding 20% per annum as may be decided by the Board of Directors on recommendation of the Nomination and Remuneration Committee, subject however that the aggregate remuneration shall not exceed INR 6.00 Crores per annum.
- f) **Perquisites**
In addition to the remuneration, the appointee shall be entitled to perquisites upto an amount of INR 5.00 lacs per annum including medical insurance, leave travel assistance, club membership (up to two clubs), company car with driver and fuel, and telephone/internet facilities at residence, in accordance with the applicable provisions of the Income-tax Act, 1961 and the rules made thereunder. Any personal use of such facilities will be treated as a taxable perquisite.

Mr. Neetish Sarda is not disqualified from being re-appointed as Director in terms of Section 164 of the Act and he satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Neetish Sarda under Section 190 of the Act.

Mr. Neetish Sarda is neither disqualified from being appointed as a Director in terms of Section 164 of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be re-appointed as a Managing Director & CEO of the Company.

In the event that the Company has a loss for more than three consecutive financial years, the remuneration payable shall be subject to further approval of the Members in accordance with the provisions of Schedule V to the Act.

In the event of inadequacy or absence of profits in any financial year during the tenure, the remuneration proposed may exceed the limits specified under Section 197(1) of the Act read with Schedule V of the Act and Reg 17(6) of SEBI SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Therefore, approval of the Members is sought by way of a **special resolution**, in terms of Section 197 read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e)(ii) of the SEBI Listing Regulations.

In terms of the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for time being in force) and read with SEBI Listing Regulation, relevant provisions of Articles of Association of the Company, re-appointment of the Managing Director requires approval of the Members.

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The Company has not committed any defaulted in repayment of any of its debts or interest thereon to any bank or public financial institution.

Brief resume of Mr. Neetish Sarda (DIN: 07262894), nature of his expertise in specific functional areas, disclosure of relationships between directors inter-se, name of listed entities and other companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding in the Company, the number of Meetings of the Board attended during the year as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36(3) of the SEBI Listing Regulations are stated in **Annexure-A**.

In accordance with Clause (iv) of Section II of Part II of Schedule V, the relevant disclosures relating to the proposed remuneration of Mr. Harsh Binani are stated in **Annexure-B**.

Basis the rationale and justification provided above, the Board of Directors recommends the resolution as set out in **Item No. 6** of the accompanying Notice for your approval as a Special Resolution.

Except Mr. Neetish Sarda and Mr. Harsh Binani and their relatives to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the said resolution.

Item no. 7: Ratification of the Employees Stock Option Plan 2022 (“ESOP 2022”) & Item No. 8 :Ratification of the extension of benefits under Employees Stock Option Plan 2022 (“ESOP 2022)

The Members of the Company are being informed that the Employee Stock Option Plan 2022 (the “**ESOP 2022**”) was originally approved by the Board at its meeting held on December 20, 2022 and approved by the Members by passing the special resolution at the Extra Ordinary General Meeting of the Company held on February 24, 2023 and thereafter amended to ensure compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SBEB Regulations**”) and Companies Act, 2013, by Board pursuant to the resolution passed at its meeting held on July 31, 2024 and by Members pursuant to the resolution passed at the Annual General Meeting of our Company held on August 3, 2024.

Under Regulation 12(1) of SBEB Regulations, no company is permitted to make fresh grants that involve the allotment or transfer of shares to its employees under a stock option plan formulated prior to listing of its shares unless such a plan confirms with the SBEB Regulations and is ratified by its members post-listing. Accordingly, member approval is sought for ratification of the ESOP 2022 and the issuance of employee stock options (“**Options**”) to eligible participants as may be determined by the Board including any Committee duly authorized by the Board, in accordance with the ESOP 2022.

The Company has completed its initial public offer (“**IPO**”) of its equity shares, and its shares were listed on the BSE Limited and the National Stock Exchange of India Limited on 17th July, 2025. Consequently, the ESOP 2022 must be ratified by the Company’s members under Regulation 12(1) of the SBEB Regulations before any fresh grants can be made under ESOP 2022.

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Accordingly, the ESOP 2022 is presented for members ratification in compliance with Regulation 12(1) and other applicable provisions of the SBEB Regulations. The ESOP 2022 is in conformity with SBEB Regulations, and the Company has not granted any new options to employees following the IPO. Total number of options to be granted:-

Particulars	Number of Options
Total number of Options for which Members' approval obtained (Pool) before IPO	9,50,000
Options granted before IPO	3,17,500
Options Lapsed	16,000
No. of Options granted after IPO	Nil
Options available for Grants	3,01,500

The salient features and other details of the ESOP 2022 as required under Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014, and Regulation 12(1) of the SBEB Regulations are given below:

Sr. No	Particulars	Employees Stock Option Plan 2022 ("ESOP 2022")
1.	Brief Description of the ESOP 2022	<p>The Plan shall be called the Employee Stock Option Plan 2022 ("Plan" or "ESOP"). The ESOP comes into effect on receipt of necessary approvals from shareholders as per applicable laws, and shall continue to be in force, as amended from time to time, until the date on which all of the options available for issuance as per the approval are granted and have been vested and exercised or otherwise terminated earlier by the Board/Committee with necessary approvals from shareholders. The Board/Committee may, subject to compliance with Applicable Laws, at any time alter, amend, suspend or terminate ESOP.</p> <p>The Plan has been adopted and approved by the Board in its meeting held on 20th December 2022 and Shareholders in their meeting dated 24th February 2023. The Plan was established with effect from 24th February 2023, being the date of shareholder's approval by way of ordinary resolution, the Plan was further amended by the Company by way of special</p>

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		resolution passed by the Shareholders dated 3 rd August 2024 to align the ESOP, 2022 with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”).
2.	The total number of stock options to be offered and granted	9,50,000 (subject to options already granted and detailed above)
3.	Identification of classes of employees entitled to participate and be beneficiaries in the ESOP 2022	<p>Eligible Employee Means an Employee who qualifies for issue of Options under this Plan and who fulfils the conditions as decided in the appraisal process by the Committee, as being eligible for issue of Options as per Applicable Laws.</p> <p>Employee</p> <ul style="list-style-type: none"> (i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a director of the Company, whether a whole-time director or not including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in sub-clauses (i) or (ii) of this Clause of a group company including a subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but does not include: <ul style="list-style-type: none"> a) an employee who is a promoter or a person belonging to the promoter group, or b) a director, who either directly or indirectly, through his relative or any body corporate, holds more than ten per cent of the outstanding Shares of the Company.
4.	The appraisal process for determining the eligibility of employees to the ESOP 2022	The process for determining the eligibility of the employees will be based on their performance, experience, loyalty etc., any other criteria as may be decided by the Committee from time to time.

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5.	The requirements of vesting and period of vesting	<p>The grant of options shall vest based on Eligible Employee continuing to be in the employment of the Company and in compliance with the terms of the Plan. The minimum vesting period shall be one year from the date of grant, and the options may generally vest after the immediate next day of succeeding calendar years on which the decision of grant of option was taken by the Committee, as specified in the grant letter.</p> <p>There shall be a minimum Vesting Period of one year and Maximum Vesting Period of 5 years, between the Grant of Options and Vesting of Options.</p>
6.	The maximum period within which the options shall be vested	5 years
7.	The exercise price, SAR price, purchase price or pricing formula	Exercise Price per Option shall be as determined by the Committee and as set out in the Letter of Grant and shall not be less than the face value of the Shares and may be up to the Market Price of the Shares, as on the Grant Date.
8.	The exercise period/offer period and process of exercise/acceptance of offer;	The Exercise Period in respect of the Vested Option shall be subject to a maximum period of 2 (Two) years from the date of Vesting of Options.
9.	The Lock-in period, if any	Shares issued upon Exercise shall not be subject to any lock-in period restriction after such issue except as required under the Applicable Laws including under the ICDR Regulations, or code of conduct framed, if any, by the Company, and under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015.
10.	The maximum number of options to be offered and issued per employee and in aggregate,	1,00,000
11.	The method which the company shall use to value its options	Fair Value Method (Black Scholes Method)

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12.	maximum quantum of benefits to be provided per employee under a scheme(s);	The maximum number of Options under Plan that may be granted to each Employee per Grant and in aggregate shall not exceed 1,00,000/- (One Lakh Only) Options at the time of Grant of Option.
13.	whether the scheme(s) is to be implemented and administered directly by the company or through a trust;	Directly
14.	whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	New Issue of Shares by the Company.
15.	the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;	The provisions relating to Trust are not applicable.
16.	maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);	The provisions relating to Trust are not applicable.
17.	A statement to the effect that the company shall comply with the applicable accounting standards	The Company shall comply with the accounting and disclosure requirements as prescribed under Regulation 15 of the SBEB Regulations.
18.	'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report';	Not Applicable
19.	Terms & conditions for buyback, if any, of specified securities covered under these regulations.	The Committee has the power to determine the procedure for buy-back of Options Granted under the Scheme, if to be undertaken at any time by the Company, and as per the applicable terms and conditions.

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Regd. Office: Unit No. 305 - 310, Plot No. 9,10, & 11, Vardhman Trade Centre, Nehru Place, South Delhi - 110 019.

Phone No: 0124-6919 400

CIN: L74900DL2015PLC310656



Certificate of Secretarial Auditors

The Board of Directors of the Company shall, at each Annual General Meeting place before the members of the Company, a certificate from the Secretarial Auditors of the Company, certifying that this ESOP Scheme has been implemented in accordance with the SEBI (SBEBSE) Regulations.

The ESOP Scheme is available on the website of the Company at <https://www.smartworksoffice.com/investors/>.

The Board of Directors recommends the resolution as set out in **Item No. 7 & 8** of the accompanying Notice for your approval as a Special Resolution.

None of the Directors, Key Managerial Personnel, along with their relatives, are concerned or interested, financially or otherwise, except to the extent of the Options that have been or may be granted under the ESOP 2022 and their respective shareholding in the Company, if any.

Item no. 9: Appointment of SBYN & Associates LLP, Company Secretaries, as Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), every listed company is required to annex a Secretarial Audit Report issued by a Peer-Reviewed Practicing Company Secretary to its Board’s Report. Further, Regulation 24A mandates the appointment of a Secretarial Auditor for a maximum of two terms of five consecutive years, with prior approval of shareholders.

Based on the recommendation of the Audit Committee and approval of the Board of Directors at its meeting held on 1st September, 2025, it is proposed to appoint M/s. SBYN & Associates LLP (“SBYN”), Company Secretaries (FRN: L2025UP018500) as the Secretarial Auditor of the Company for a period of five (5) consecutive financial years, commencing from FY 2025-26 to FY 2029-30, at a fixed annual remuneration of INR2,00,000 (Rupees Two Lakhs only), plus applicable taxes and out-of-pocket expenses subject to such increments as may be determined in consultation with the Secretarial Auditors. The Board of Directors shall approve revisions to the remuneration of the Secretarial Auditors, based on review and any additional efforts on account of changes in regulations, restructuring or other considerations. Besides the audit services, the Company would also obtain such other services in the nature of certifications and other professional work, as approved by the Board of Directors for which the auditors will be remunerated separately on mutually agreed terms.

SBYN is a Peer Reviewed Firm of Company Secretaries, founded by professionals with experience in corporate compliance, secretarial audits and SEBI Regulations and is authorised to conduct Secretarial Audit and issue Secretarial Audit report of the Company. SBYN has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. SBYN has further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company, its holding and subsidiary companies.

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While recommending SBYN for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. SBYN was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

Mr. Babu Lal Patni, Practicing Company Secretary (CP No.: 1321) was appointed as the Secretarial Auditor for F.Y 2024-25 and the fees paid to him for the financial year 2024-2025 was INR 50,000 (Rupees Fifty Thousand Only) plus applicable Tax. Since the Company was unlisted in the previous financial year, the Secretarial Audit fee paid to the previous auditor and SBYN, is not comparable. Accordingly, the disclosure requirement relating to material change in audit fee is not applicable to the Company.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the item of business and to take decision thereon.

The Board of Directors recommends the resolution as set out in **Item No. 9** of the accompanying Notice for your approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the said resolution.

Item no. 10: Approval of Consultancy Services from Mr. Atul Gautam, Director of the Company

The Members of the Company are informed that the Company is availing consultancy services from Mr. Atul Gautam, Director of the Company. He has around 42 years of experience in the field of banking and financial sector. He was associated with Punjab National Bank for over three decades. He has also been associated with the Indian Banks' Association as a senior advisor. He has been associated with our Company as a director since 2024. He is a Non-Executive Director of the Company and basis his vast experience, expertise and skills in Banking, finance, advisory, risk management and corporate governance, his support to the Company by way of consultancy services is crucial.

The details as as required in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are as detailed in the resolution at Item No. 10.

Upon recommendation of the Audit Committee, the Board of Directors in its meeting held on January 5, 2025 has accorded its consent to approve the said related party transaction and it is further confirmed that the said transaction is not material in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The members are further informed that the aforesaid transaction is in the ordinary course of the business and at arm's length basis, does not fall within the purview of the provisions of Section 188 of the Companies Act, 2013, however as good governance the approval of the Members of the Company by the way of Ordinary resolution is being sought.

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The members may note that in terms of the provisions of Section 188 of the Act, no related party shall vote to approve the Ordinary Resolution set forth at Item No. 10 of the Notice, whether the entity is a related party to the particular transaction or not.

Basis the rationale and justification provided above, the Board of Directors recommends the resolution as set out in **Item No. 10** of the accompanying Notice for your approval as an Ordinary Resolution.

Except for Mr. Atul Gautam and his relatives to the extent of their shareholding, if any, none of the Directors, Key Managerial Personnel(s) of the Company or their relatives are in any way, concerned or interested either financially or otherwise, in the said resolution.

**For and on behalf of the Board of Directors
Smartworks Coworking Spaces Limited**

Sd/-

Punam Dargar

Company Secretary & Compliance Officer

(Mem. No.: A56987)

Address: Unit No. 305-310, Plot No 9, 10 & 11 Vardhman Trade Centre
Nehru Place, South Delhi-110019

Date: 1st September, 2025

Place: Kolkata

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Annexure-A

Relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standard on General Meetings issued by Institute of Company Secretaries of India, is as given under:

Particulars	1	2	3
Name	Mr. Ho Kiam Kheong	Mr. Harsh Binani	Mr. Neetish Sarda
DIN	08661195	07717396	07262894
Age and Date of Birth	64 years November 28, 1961	36 years April 30, 1989	32 years July 17, 1993
Qualification	Bachelor's of Engineering (Civil) from the National University of Singapore and a Master of Science degree in engineering from the University of Liverpool	Holds a bachelor's degree in economics (honours) from Shri Ram College of Commerce, University of Delhi and a master's in business administration from J.L. Kellogg School of Management, Northwestern University, USA with specialisation in finance.	Holds a bachelor's degree in science from University of London.
A brief resume of the Director	As per the details mentioned in Annexure-A herein	As detailed herein and in Annexure B.	As detailed herein and in Annexure B.
Experience (including expertise in specific function areas)	He currently serves as the chief executive officer for India, overseeing fund management and investment at Keppel Capital International Pte. Ltd. Prior to him joining Keppel, he has served as the chief development officer at Reem Investments, senior vice president of new markets at CapitalLand Residential Limited, and has served in various positions at SembCorp Engineers and Constructors Pte. Ltd. He has more than 35 years of experience in real estate investments, development and operations across various geographies. He	Around 14 years of experience in management consulting and flexible workspace industry He has been featured in the 40 under 40 Achievers in pushing new boundaries and establishing new benchmarks for industry in the 7th edition of BW Disrupt. Prior to joining our Company, he was associated with McKinsey & Company, Chicago. He has around fourteen years of experience in management consulting and flexible workspace industry. He has been associated with our Company since 2017.	Over 9 years of experience in the field of flexible workspaces. He has also been associated with Vision Comptech Integrators Limited as a director. He has been conferred with various awards such as the India's Impactful CEO 2024 Award by ET Edge, ranked within the top 10 among the youngest founders at the IDFC FIRST Private & Hurun India's Top 200 Self-made Entrepreneurs of the Millennia, Co-Working Young

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	has been appointed on our Board in 2024.		Achiever of the Year – National by Realty+ at the Co- Working Conclave & Excellence Awards 2023, the Dynamic Entrepreneur of the Year (Business Transformation) award by the Entrepreneur Awards 2023, India’s Top 200 Self-made Entrepreneurs of the Millennia 2023 by IDFC First Private Banking and Hurun India and, Grohe Hurun India Real Estate 100 recognised him as the youngest real estate leader in 2024. He has over nine years of experience in the field of flexible workspaces. He has also been associated with Vision Comptech Integrators Limited as a director. He has been associated with our Company since its incorporation i.e. December 17, 2015
Terms and Conditions of Appointment	Tenure as Non - Executive Director; liable to retire by rotation	Except remuneration as detailed in the explanatory statement, the other terms and conditions of appointments are same as detailed in the prospectus filed by the Company in July 2025.	Except remuneration as detailed in the explanatory statement, the other terms and conditions of appointments are same as detailed in the prospectus filed by the Company in July 2025. With respect to re-appointment the terms and conditions are

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			detailed in the relevant explanatory statement for Item No. 6.
Remuneration last drawn as Director (including sitting fees, if any)	NA	1. Base compensation: INR 1.75 crores per annum. 2. Annual Bonus: INR 25 Lacs, milestone based on Achieving operating revenue target of 25% increase YoY	1. Base compensation: INR 1.75 crores per annum. 2. Annual Bonus: INR 25 Lacs, milestone based on Achieving operating revenue target of 25% increase YoY
Remuneration Proposed to be paid	NA	As detailed in the relevant explanatory Statement	As detailed in the relevant explanatory Statement
Date of first appointment on the Board	July 16, 2024	1st October, 2019	17th December, 2015 (Since Incorporation)
Shareholding in the Company	Nil	Nil	3,277 Equity Shares
Relationship with other Directors / Key Managerial Personnel	NA	Brother-in-Law of Mr. Neetish Sarda	Brother-in-Law of Mr. Harsh Binani
Number of meetings of the Board attended	7 Meetings in F.Y. 2024-25 6 Meetings in F.Y. 2025-26 till 31 st August, 2025	10 Meetings in F.Y. 2024-25 6 Meetings in F.Y. 2025-26 till 31 st August, 2025	10 Meetings in F.Y. 2024-25 5 Meetings in F.Y. 2025-26 till 31 st August, 2025
Disclosure of relationships between directors inter-se	Not Applicable	He is Brother-in-law of Mr. Neetish Sarda, Managing Director of the Company.	He is Brother-in-law of Mr. Harsh Binani, Whole-time Director of the Company.
Directorships of other Boards	Chennai Business Tower Private Limited Pune Kharadi Tower Private Limited Keppel IA Management India Private Limited Keppel Data Centres (INDIA) Private Limited	Talbotforce Services Private Limited Vision Digital Insurance TPA Private Limited Smartworks Tech Solutions Private Limited Smartworks Office Services Private Limited	Smartworks Tech Solutions Pvt. Ltd. Smartworks Stellar Services Pvt. Ltd. Smartworks Office Services Pvt. Ltd. Vision Comptech Integrators Limited

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	Bangalore Tower Private Limited Keppel Real Estate India Private Limited Kapstone Constructions Private Limited Keppel Puravankara Development Private Limited	Smartworks Stellar Services Private Limited	Smart I T Services Private Limited Aryadeep Realestates Private Limited
Membership/ Chairmanship of Committees of other Boards	1	1	2

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Annexure-B

Relevant disclosures pursuant to Schedule V relating to the re-appointment and remuneration of the following directors are given as under:-

Particulars	Neetish Sarda	Harsh Binani
I. GENERAL INFORMATION:		
(1) Nature of industry	Providing Flexible Workspaces	
(2) Date or expected date of commencement of commercial production	Existing in operation since year 2016-2017	
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
(4) Financial performance based on given indicators	Our revenue from operations increased by 32.20% to INR 13,740.56 million for Fiscal 2025 from INR 10,393.64 million for Fiscal 2024. For further details please refer to the Financial Statements of the company forming part of the Annual Report and Financial Summary And Operation Highlights in the Board’s report forming part of the Annual report.	
(5) Foreign investments or collaborations, if any.	The Foreign Direct Investment in the Company as per applicable FEMA rules is 14.92% as on the Cut of Date for dispatch of Notice.	
II. INFORMATION ABOUT THE APPOINTEE:		
(1) Background details	Mr. Neetish Sarda, Founder, who graduated from SIM Global Education, Singapore, in Finance. He has been exposed to his family business in jute manufacturing and information technology from his early years where he learned about large scale operations, execution depth and business cycles.	Mr. Harsh Binani, Co-Founder, who completed his bachelor’s degree in economics from Shri Ram College of Commerce, Delhi, and MBA from the Kellogg School of Management. Harsh spent four years with McKinsey & Co, Chicago where he served large, global corporations across sectors on strategy, finance and organization.
(2) Past remuneration	1. Base compensation: INR 1.75 crores per annum with effect from August 01, 2024.	1. Base compensation: INR 1.75 crores per annum with effect from August 01, 2024.

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	<p>2. Annual Bonus: INR 25 Lacs, milestone based on Achieving operating revenue target of 25% increase YoY;</p> <p>3. Additional incentive: INR 2 Crores cash bonus which is contingent on the successful IPO listing of our Company*</p> <p><i>* Pursuant to letter dated July 14, 2025, Neetish Sarda has agreed to forgo the additional incentive he is entitled to upon listing of the Equity Shares of our Company</i></p>	<p>2. Annual Bonus: INR 25 Lacs, milestone based on Achieving operating revenue target of 25% increase YoY;</p> <p>3. Additional incentive: INR 2 Crores cash bonus which is contingent on the successful IPO listing of our Company*</p> <p><i>* Pursuant to letter dated July 14, 2025, Harsh Binani has agreed to forgo the additional incentive he is entitled to upon listing of the Equity Shares of our Company</i></p>
(3) Recognition or awards	<ul style="list-style-type: none"> • Co-Working Leader of the Year (West) has been awarded to Neetish Sarda at the 14 th Realty+ Co-Working Conclave & Excellence Awards (West) in 2022. • ‘Dynamic Entrepreneur of the Year (Business Transformation)’ has been awarded to Neetish Sarda at the Entrepreneur Awards in 2023. • ‘Co-Working Young Achiever of the Year – National’ has been awarded to Neetish Sarda at the Co-Working Conclave and Excellence Awards in 2023. 	<ul style="list-style-type: none"> • ‘40 under 40 BW Disruptors’ has been awarded to Harsh Binani by Businessworld in 2023. • Earned a coveted spot on the esteemed Realty+ 40 Under 40 list in 2023.
(4) Job profile and his suitability	<p>Mr. Neetish Sarda, as the founder, oversees critical operational and growth-oriented functions of the</p>	<p>Mr. Harsh Binani, as co-founder, leads crucial corporate and support functions of the Company.</p>

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	<p>Company. He directly manages the CXOs and leadership of key departments including Sales, Business Development, Operations, Product, and Technology. This strategic positioning allows Neetish to drive the company's core business activities, ensuring that our workspace solutions meet market demands and maintain a technological edge. His oversight of these C-level executives and their respective departments enables seamless integration of our operational capabilities with our expansion and innovation goals</p>	<p>He directs the CXOs and teams responsible for Investor Relations, Finance & Accounts, Marketing, and Legal affairs. This structure allows Harsh to ensure that the Company maintains strong relationships with investors, adheres to financial and legal compliance, and effectively communicates our brand message to the market. His leadership of these C-level executives and their departments provides essential support to the Company's operational activities and contributes significantly to our overall strategic direction and corporate governance.</p>
(5) Remuneration proposed	As detailed in the relevant explanatory Statement	As detailed in the relevant explanatory Statement
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration proposed to be paid is in line with the industry standards, considering the size of the Company, nature and complexity of its operations, and the job profile, responsibilities, professional expertise and experience of the person as detailed herein.	The remuneration proposed to be paid is in line with the industry standards, considering the size of the Company, nature and complexity of its operations, and the job profile, responsibilities, professional expertise and experience of the person as detailed herein.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	<p>He holds 3277 Equity shares directly and following Equity share indirectly:</p> <ol style="list-style-type: none"> 4,23,14,998 Equity Shares through NS Niketan LLP; 	<p>He doesn't holds any Equity shares directly. However, holding following equity share indirectly:</p> <ol style="list-style-type: none"> 2,41,12,567 Equity Shares through

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	<p>2. 7,400 Equity Shares through his Mother, Mrs. Neeta Sarada.</p> <p>3. 3,171 Equity Shares through his Sister Mrs. Saumya Binani</p> <p>4. 1,000 Equity Shares through Vision Comptech Integrators Limited</p> <p>He is also Brother in Law of Mr. Harsh Binani, Whole-time Director of the Company.</p>	<p>SNS Infrarealty LLP;</p> <p>2. 3,171 Equity Shares through his Wife, Mrs. Saumya Binani</p> <p>3. 30,000 Equity Shares through Harsh Binani HUF.</p> <p>He is also Brother in Law of Mr. Neetish Sarada, Managing Director of the Company.</p>
<p>III. OTHER INFORMATION:</p>		
<p>(1) Reasons of loss or inadequate profits</p>	<p>The Company reported a loss/inadequate profits for the financial year primarily due to the non-cash accounting impact of Ind AS 116 – Leases. Under this standard, lease obligations are recognized as Right-of-Use (ROU) assets and corresponding lease liabilities, resulting in higher depreciation and finance costs during the initial years of the leases. As a managed space provider operating under long-term lease agreements, this accounting treatment has significantly affected reported profitability. However, the Company’s operational performance remains strong, and its underlying business fundamentals continue to be robust.</p>	
<p>(2) Steps taken or proposed to be taken for improvement</p>	<p>Since the loss stems from a non-cash accounting adjustment, no immediate corrective measures are necessary. This impact is front-loaded and is expected to diminish over the lease term. Meanwhile, the Company remains focused on:</p> <ul style="list-style-type: none"> · Enhancing operational efficiencies · Increasing occupancy levels · Maintaining rigorous cost controls <p>These initiatives are anticipated to support steady growth and margin improvement in the foreseeable future.</p>	

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(3) Expected increase in productivity and profits in measurable terms	Despite expansion-related investments, reported EBITDA margins remained stable above 62% and normalised EBITDA margin was 12.53% in FY25, reflecting the scalability and operational efficiency of the Company's business model. The Normalised EBITDA grew to ₹1,722.30 million in FY25 as compared to Rs. 1060.37 million in FY24. However, given the accounting complexities involved, accurately forecasting reported profit figures remains challenging and actual results may not be the same.
(4) Disclosures	The details required to be given under this head are disclosed in the Corporate Governance Report of the Company which forms part of Annual Report 2024-25

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