INDEPENDENT AUDITOR's REPORT

To,
The Members of
Unisphere Industries Private Limited
REPORT ON THE AUDIT OF ANNUAL STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the Standalone Financial statements of Unisphere Industries Private limited (hereinafter referred to as "the Company") which comprise the Standalone Balance Sheet as at 31 March 2023, and the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive Profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities 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 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Material Uncertainty Related to Going Concern

We draw attention to note no. 21(iv) "Going Concern" in the standalone financial statements, wherein it is mentioned that the company has accumulated losses (Refer "Other Equity" retained earnings) of Rs. 65.06 Lacs (Previous year ended 31/03/2022 of Rs. 30.73 Lacs). These conditions indicate the existence of material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However as a result of the mitigating factors elaborated in the aforesaid note i.e. business strategies & operating plans of the Company, management believes that it will be able to pay its obligations as they fall due & continue as a going concern. Accordingly management has prepared these standalone financial statements on going concern basis & consequently, no adjustments have been made to the carrying values of the assets & liabilities in the attached standalone financial statements.
Our opinion is not modified in respect of this matter.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of Key audit matters as per SA 701, Key audit matters are not applicable to the company as it is an unlisted company.

Other Information
The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The Company's annual 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 we 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 in the audit or otherwise appears to be materially misstated.

When we read the Company's annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management and Board of Directors' Responsibilities for the Standalone Financial Statements
The Company's Management and Board of Directors are 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 state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application 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 standalone 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, the Management and 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 intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.

• Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements 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.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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

c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows 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 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”.

(B) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a) The Company has no pending litigations as at 31 March 2023 on its financial position in its standalone financial statements.

b) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.

c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

d) (i) The management has represented that, to the best of its knowledge and belief, 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 persons or entities, 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 (“Ultimate Beneficiaries”) by or on behalf of the Company or
• provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, 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 (“Ultimate Beneficiaries”) by or on behalf of the Funding Party or
• provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

(iii) Based on such audit procedures as 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 (d) (i) and (d) (ii) contain any material mis-statement.

e) The Company has not declared any dividend during the current financial year.

f) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company w.e.f. April 01, 2023 & accordingly, reporting under Rule 11(g) of companies (Audit & Audotors rules, 2014) is not applicable for the financial year ended March 31, 2023.

(C) With respect to the matter to be included in the Auditor’s Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is Nil. The Ministry of Corporate Affairs has not prescribed other details under Section 197 (16) of the Act which are required to be commented upon by us.

For Aditya Agarwal & Associates
Chartered Accountants
FRN: 004568C

Micky Bhatia
(Partner)
Membership No. 438412

Place: New Delhi
Date: 27th May, 2023
UDIN: 23438412BGSDMG8621

Annexure A to the Independent Auditor's report on the standalone financial statements of Unisphere Industries Private Limited for the year ended 31 March 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

(B) The company does not have any Intangible assets & accordingly, clause 3 (i)(a) (B) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, plant and equipment by which all Property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain Property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The company does not have any value of inventory & accordingly, clause 3 (ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. Accordingly, clause 3 (ii)(b) of the Order is not applicable.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, clause 3 (iii)(a to f) of the Order are not applicable.

(iv) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013 and the Company has not provided any guarantee or security as specified under Section 186 of the Companies Act, 2013. Accordingly, clause 3(iv) of the Order is not applicable.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi)According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

(vii)(a) The Company does not have liability in respect of Sales tax, Service tax, Duty of excise and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident fund, Employees' State Insurance, Income-tax, Duty of Customs, Cess and other material statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no dues pending on account of disputed dues of GST, Provident fund, Employees' State Insurance, Income-tax, Sales tax, Service tax, Duty of Customs, Value added tax, Cess or other statutory dues which have not been deposited by the Company.

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company have not taken any loans or borrowings from lender. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company have not taken any loans or borrowings from lender. Accordingly, clause 3(ix)(e) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds have been raised on short-term basis by the Company. Accordingly, clause 3(ix) (d) of the Order is not applicable.

(e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Companies Act, 2013. Accordingly, clause 3(ix)(e) of the Order is not applicable.

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

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

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any further preferential allotment of shares during the year. However variation/modification of rights pursuant to the provisions of section 48 & other applicable provisions of the companies act, 2013 attached to 1% OCCRPS of Rs 10 each fully paid up issued in previous year is modified during the year as 7% NCCRPS of Rs 10 each fully paid up to the same preference holder.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) According to the information and explanations given to us, the Company is not mandatory required to have a vigil mechanism in the Company. Accordingly, clause 3(xi)(c) of the Order is not applicable.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company is not compulsory required to have an internal audit system as per the provisions of the Companies Act, 2013. Accordingly, clause 3(xiv)(a) & (b) of the Order is not applicable.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to 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. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

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

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has incurred cash losses of INR 34.33 Lacs in the current and Rs. 22.12 lacs in the immediately preceding financial year.

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

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, we believe that material uncertainty exists as on the date of the audit report. However as a result of business strategies & operating plans of the Company, management believes that it will be able to pay its obligations as they fall due & continue as a going concern. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, CSR provisions are not applicable to the company & hence there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, clauses 3(xx) (a) and 3(xx) (b) of the Order are not applicable.

For Aditya Agarwal & Associates
Chartered Accountants
FRN: 004568C

Place: New Delhi
Date: 27th May, 2023
UDIN:23438412BGSDMG8621

Micky Bhatia
(Partner)
Membership No. 438412

Annexure B to the Independent Auditor's Report on the standalone financial statements of Unisphere Industries Private Limited for the year ended 31 March 2023

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

(Referred to in paragraph 2(A) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Unisphere Industries Private Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company as at and for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to 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 (the "Guidance Note").

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 standalone financial statements based on the criteria established by the Company considering the essential components of internal control stated in 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone 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 Act, to the extent applicable to an audit of internal financial controls with reference to 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 standalone financial statements were established and maintained and whether 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 standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone 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 standalone financial statements.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone 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 standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to 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 controls 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.

For Aditya Agarwal & Associates
Chartered Accountants
FRN: 004568C

Micky Bhatia
(Partner)
Membership No. 438412

Place: New Delhi
Date: 27th May, 2023
UDIN: 23438412BGSDMG8621

UNISPHERE INDUSTRIES PRIVATE LIMITED

CIN : U70109DL2019PTC358253

REGISTERED OFFICE : B-143, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI-110020

BALANCE SHEET AS AT 31-03-2023

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
			Amounts (In Lakhs)
A Assets			
1 Non-current assets			
a) Property, plant and equipment	-	-	-
b) Capital work-in-progress	-	-	-
c) Investment properties	1	252.30	252.30
d) Intangible assets	-	-	-
e) Financial assets			-
i) Investments	-	-	-
ii) Loans	-	-	-
iii) Other financial assets	-	-	-
f) Income tax assets (net)	-	-	-
g) Other non-current assets	2	6.03	6.03
Total non-current assets		**258.33**	**258.33**
2 Current assets			
a) Inventories	-	-	-
b) Financial assets			-
i) Trade receivables	-	-	-
ii) Cash and cash equivalents	3	1.48	12.49
iii) Bank balances other than cash and cash equivalents above	-	-	-
			-
iv) Loans		-	-
v) Other financial assets	4	-	-
c) Other current assets	5	1.26	0.47
Total Current assets		**2.75**	**12.96**
Total Assets		**261.08**	**271.29**
B EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	6	1.00	1.00
b) Other equity	7	64.16	179.75
Total equity		**65.16**	**180.75**
Liabilities			
1 **Non-current liabilities**			
a) Financial liabilities			
i) Borrowings	8	195.50	89.52
ii) Other financial liabilities	-		-
b) Provisions	-	-	-
c) Deferred tax liabilities (net)	-	-	-
d) Other non-current liabilities	-	-	-
Total non-current liabilities		**195.50**	**89.52**
2 **Current liabilities**			
a) Financial liabilities			
i) Borrowings	-	-	-
ii) Trade payables	-	-	-
iii) Other financial liabilities	-	-	-
b) Other current liabilities	9	0.41	1.02
c) Provisions	-	-	-
d) Current tax liabilities (net)	-	-	-
Total current liabilities		**0.41**	**1.02**
Total liabilities		**195.91**	**90.54**
Total equity and liabilities		**261.08**	**271.29**

The accompanying Notes and SAP form an integral part of the Financial Statements:1- 21

As per our attached report of even date

For Aditya Agarwal & Associates
Chartered Accountants

(CA Micky Bhatia)
Partner
Membership No. 438412
Firm Registration No. 004568C
UDIN : 23438412BGSDMG8621

Place : New Delhi
Date: 27-05-2023

For Unisphere Industries Private Limited

(Kailash Chandra Sharma)
Director
DIN: 00339013
Address: 14B/46, 3rd Floor,Dev Nagar, Karol Bagh New Delhi -110005

(Ankur Rawat)
Director
DIN: 07682969
Address: Panchwati Residency,Flat No 608,Chandni Chowk,Kanke Road Near Hotel Holiday Home,Misirgonda Alias

UNISPHERE INDUSTRIES PRIVATE LIMITED

CIN : U70109DL2019PTC358253

REGISTERED OFFICE : B-143, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI-110020

Statement of Profit and Loss for the year ended 31-03-2023

Particulars	Note	Figures for the financial year ending on 31st March 2023	Figures for the financial year ending on 31st March 2022
		Amounts (In Lakhs)	
INCOME			
Revenue from operations	-	-	-
Other income	10	0.13	0.18
Total Income		**0.13**	**0.18**
EXPENSES			
Cost of material consumed	-	-	-
Change in inventories of finished goods,	-	-	-
Employee benefits expenses	-	-	-
Finance costs	11	24.72	16.43
Depreciation and amortisation expenses	-	-	-
Other expenses	12	9.74	5.87
Total expenses		**34.46**	**22.30**
Profit before expectional items and tax		**-34.33**	**-22.12**
Exeptional items		-	-
Profit before tax		**-34.33**	**-22.12**
Tax expenses			
Current tax		-	-
Deferred tax		-	-
Tax of Earlier Year		-	-
Total expenses		**-**	**-**
Profit for the year		**-34.33**	**-22.12**
Other Comprehensive Income			
a) Items that will not be reclassified to profit and loss			
i) Fair value of equity instruments through other Comprehensive Income (FVOCI)			
ii) Remeasurment gain I (loss) on defined benefit plans		-	-
iii) Income tax related to item no (ii) above		-	-
b) Items that will be reclassified to profit and loss			
i) Effective portion of gain I (loss) on cash flow hedges			
ii) Income tax related to item no (i) above			
Other Comprehensive Income, net of tax		-	-
Total Comprehensive Income for the year		**-34.33**	**-22.12**
Earnings per Equity share	13	**-343.26**	**-84.84**
Basic and diluted earning Rs. Per equity share of Rs. 10 each		**-343.26**	**-84.84**

The accompanying Notes and SAP form an integral part of the Financial Statements: 1- 21

As per our attached report of even date

For Aditya Agarwal & Associates
Chartered Accountants

(CA Micky Bhatia)
Partner
Membership No. 438412
Firm Registration No. 004568C
UDIN : 23438412BGSDMG8621

Place : New Delhi

Date: 27-05-2023

For Unisphere Industries Private Limited

(Kailash Chandra Sharma
Director
DIN: 00339013
Address: 14B/46, 3rd Floor,Dev Nagar, Karol Bagh New Delhi -110005

(Ankur Rawat)
Director
DIN: 07682969
Address: Panchwati Residency,Flat No 608,Chandni Chowk,Kanke Road Near Hotel Holiday Home,Misirgonda Alias Pahargaon,Ranchi-834008,Jharkhand

UNISPHERE INDUSTRIES PRIVATE LIMITED

CIN : U70109DL2019PTC358253

REGISTERED OFFICE : B-143, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI-110020

Cash Flow Statement for the year ended 31-03-2023

Particulars	F.Y. 2022-2023 Amount (In Lakhs)	F.Y. 2021-2022 Amount (In Lakhs)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit before tax	(34.33)	(22.12)
Adjustments for Non-Cash Items / Non-Operating Items:		
Add: Depreciation	-	-
Add: Interest Expense	24.72	16.43
Add: Loss on sale of Fixed Asset	-	-
Less: Profit on sale of Fixed Asset	-	-
Add: Gratuity	-	-
Less: Interest Income	-	-
NET PROFIT FROM OPERATING ACTIVITIES BEFORE WORKING CAPITAL CHANGES	(9.61)	(5.69)
Changes in current assets and liabilities:		
Change in Current Assets		
Inventories	-	-
Trade Receivable	-	-
Short Term Loans And Advances	-	-
Other Financial Assets	-	-
Other Current Assets	(0.79)	0.04
Change in Current Liabilities		
Short Term Borrowing	-	-
Trade Payable	-	-
Other Financial Liabilities	-	-
Other Current Liabilities	(0.61)	0.19
Provision for Employee benefits	-	-
NET CASH GENERATED FROM OPERATING ACTIVITIES BEFORE INCOME TAX	(11.01)	(5.46)
Less: Income Tax Paid/ TDS (including Income Tax Demand)	-	-
NET CASH GENERATED FROM OPERATING ACTIVITIES	**(11.01)**	**(5.46)**
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of Fixed Assets	-	-
Sale of Fixed Assets	-	-
Purchase of Investment in Property	-	(25.00)
Increase in Non Current Financial Assets	-	25.00
Increase in Non Current Assets	-	-
Increase in Current Assets	-	-
Interest Income	-	-
Loans & Advance	-	-
NET CASH FROM INVESTING ACTIVITIES	**-**	**-**
CASH FLOW FROM FINANCING ACTIVITIES		
Share Capital	-	-
Equity component of compound financial instruments	-	210.48
Liability Component of compound financial instrument	-	89.52
Un-Secured Loans	-	(272.61)
Interest Expense	-	(16.43)
NET CASH FROM FINANCING ACTIVITIES	**-**	**10.96**
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(11.01)	5.49
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	12.49	7.00
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**1.48**	**12.49**

Reconciliation of liabilities arising from financing activities

Particulars	Short term borrowings	Long term borrowings*	Lease liabilities	Total
As at April 01, 2022	**-287.40**	**195.50**	**-**	**(91.90)**
Cash flows				
Lease rental paid	-	-	-	-
Receipt of loan	-	-	-	-
Repayment of loan	-	-	-	-
				-
Non cash changes				-
Interest on liability component of compound financial instruments	-	-	-	-
Additions of lease liabilities	-	-	-	-
Interest expense on lease liabilities	-	-	-	-
	(287.40)	**195.50**	**-**	**(91.90)**

Reconciliation of liabilities arising from financing activities

Particulars	As at 01 April 2022	Cash flows	Non cash changes	As at 31 March 2023
Short term borrowings	-287.40	-	-	(287.40)
Long term borrowings*	195.50	-	-	**195.50**
Lease liabilities	-	-	-	-

***Liability component of compound financial Instruments**

The accompanying Notes from an integral part of the Financial Statements

As per our attached report of even date
For Aditya Agarwal & Associates
Chartered Accountants

-

(CA Micky Bhatia)
Partner
Membership No. 438412
Firm Registration No. 004568C

UDIN : 23438412BGSDMG8621

(Kailash Chandra Sharma)
Director
DIN: 00339013
Address: 14B/46, 3rd Floor,Dev Nagar, Karol Bagh New Delhi -110005

(Ankur Rawat)
Director
DIN: 07682969
Address: Panchwati Residency,Flat No 608,Chandni Chowk,Kanke Road Near Hotel Holiday Home,Misirgonda Alias Pahargaon,Ranchi-834008,Jharkhand

Place : New Delhi

Date: 27-05-2023

UNISPHERE INDUSTRIES PRIVATE LIMITED
CIN : U70109DL2019PTC358253
REGISTERED OFFICE : B-143, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI-110020

NOTES OF BALANCE SHEET			Amounts In Lakhs
PARTICULARS	**As on 31.03.2023**		**As on 31.03.2022**
NOTE-1 : INVESTMENT IN PROPERTY			
GOA Property	227.30	-	**227.30**
GOA Property Renovation	25.00	-	**25.00**
TOTAL	**252.30**		**252.30**

I. Investment in property:

Owner occupied property: Company had acquired residential property at Goa for leasing and held for capital appreciation:

Particulars	Description of items of Property	Gross Carrying Value (Rs. in Lakhs)	Whether title deed holder is a promoter, director or relative of promoter/director or employee of	Property held since which date
Investment property	Residential Building (Land & Building)	252.3	N.A	18-12-2020

a) **Address of Property:** House No. ADG/19/309 at Village Curca, Bambolim and Talaulim, Taluka Tiswadi, Goa.

b) Expenses of property reported as Under:

Nature of expenses	Amount (Rs.in Lakhs)
Interest on borrowing	24.72
Electricity Expenses	0.61
Lift AMC	0.49
Maintenance Charges	0.3
Water Charges	0.21
Total	**26.33**

c) There is no restriction in existence and amounts of restrictions on the realisability of investment property or the remittance of income and proceeds of disposal.

NOTE-2 : OTHER NON-CURRENT ASSETS			
Security Deposit-Society at GOA	6.03	-	6.03
TOTAL	**6.03**		**6.03**
NOTE-3 : CASH AND CASH EQUIVALENTS			
a) Balance with banks			
i) Balance with schedule banks	1.43		12.17
ii) FDR (within 12 Month)	-		-
b) Cash in Hand	0.05		0.32
TOTAL	**1.48**		**12.49**
NOTE-4: OTHER FINANCIAL ASSETS			
Other Deposits	-		-
TOTAL	-		-
NOTE-5 : OTHER CURRENT ASSETS			
Advance to Supplier	0.81		
Preliminary Expenses	-		0.04

Prepaid Expenses	0.45	0.43
Accured Interest	-	-
TOTAL	**1.26**	**0.47**

NON-CURRENT LIABILITIES				
NOTE-8 : LONG TERM BORROWINGS				
Unsecured				
Liability Component of compound financial instrument		-		89.52
[Series-I 1% Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS") of Rs.10 each fully paid up]				
7% Non Convertible Cumulative Preference Shares (NCRPS)		170.78		-
Interest Payable on 7% NCRPS		24.72		
TOTAL		**195.50**		**89.52**
CURRENT LIABILITIES				
NOTE-9 : OTHER CURRENT LIABILITEIES				
a) Expenses Payable		0.41		0.28
b) TDS Payable		-		0.74
TOTAL		**0.41**		**1.02**
NOTES OF STATEMENT OF PROFIT &LOSS				
PARTICULARS		**As on 31.03.2023**		**As on 31.03.2022**
NOTE-10: Other Income				
a) Commission Receipt		-		0.18
b) Interest on Term Deposit		0.13		-
TOTAL		**0.13**		**0.18**
NOTE-11: Finance Cost				
a) Interest on unsecured loan		-		16.43
a) Interest on Financial Liability		24.72		-
TOTAL		**24.72**		**16.43**
NOTE-12: ADMINISTRATION & SELLING EXPENSES				
Payment to Auditor as		0.12		0.12
Statutory Audit Fees	0.12		0.12	-
Advertisement Expenses		0.30		
Bank Charges		0.01		0.01
Electricity Expenses		0.61		0.65
Internet & Networking Expenes		0.16		0.18
Lift AMC Charges		0.49		0.48
Interest on TDS		-		0.02
Interest / Penalty Charges		-		0.01
Maintenance Expense		0.30		0.24
Professional Fees		1.41		0.07
ROC Expense		0.03		3.86
ROC fees for Authorised Capital		4.41		
Water Charges		0.21		0.20
Preliminary Exps W/o		0.04		0.02
Travelling Expenses		0.65		-
JCB Hiring charges		0.99		-
TOTAL (B)		**9.74**		**5.87**
NOTE-13 : Earning Per Share				
(i) Net Profit After Tax as Profit & Loss (In Lakhs)		-34.33		-8.48
(ii) Weighted Average number of equity shares		10,000		10,000
(iii) Basic & Diluted Earning Per Share per rupee		-343.26		-84.84
(iv) Face Value of Shares		**10**		**10**

NOTE 6: SHARE CAPITAL

(A) Authorised, Issued, Subscribed and paid up share capital

Amounts In Lakhs

PARTICULARS	AS AT 31-03-2023	AS AT 31-03-2022
AUTHORISED SHARE CAPITAL		
50,00,000 EQUITY SHARES OF Rs. 10/- EACH (Previous Year 1,00,000 Equity Shares of Rs. 10/- each)	500.00	10.00
30,00,000 1% Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS") of Rs.10 each (Previous Year NIL) *	-	300.00
30,00,000 7% Non Convertible Cumulative Redeemable Preference Shares ("NCCRPS") of Rs.10 each (Previous Year NIL) **	300.00	-
Total	**800.00**	**310.00**
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL 10,000 EQUITY SHARES OF Rs. 10/- EACH (Previous Year 10,000 Equity Shares of Rs. 10/- each)	1.00	1.00
30,00,000 1% Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS") of Rs.10 each (Previous Year NIL) *	-	-
30,00,000 7% Non Convertible Cumulative Redeemable Preference Shares ("NCCRPS") of Rs.10 each (Previous Year NIL) **	-	-
	1.00	**1.00**

*1% Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS") have been Classified as compound financial instruments.

Note: The company has during the year, converted its 30,00,000 1% OCCRPS (Optionally Convertible Cumulative Redeemable Preference Shares) of Rs. 10/- each to 30,00,000 7% NCCRPS (Non-convertible Cumulative Redeemable Preference Shares) of Rs. 10/- each through variation of rights as per provisions of Section 48 and other applicable provisions of Companies Act, 2013. The approvals of the 100% shareholders' i.e Holding company (Health Care Energy Foods Private Limited) have been obtained through resolution dated 28th February 2023. The exchange ratio was 1:1.

** The 7% NCCRPS (Non-convertible Cumulative Redeemable Preference Shares), being cumulative in nature, have the right to dividend every year and they are non-convertible but are redeemable. On applying the provisions of IND AS 109, the company determined that the fixed-to-fixed test is not fulfilled (i.e. conversion at fixed number of shares for a fixed amount is not ascertainable) hence the company has concluded that the 7% NCCRPS shall not be divided into equity and liability components and shall be treated as liability only. As the financial instrument is financial liability in nature but interest rates are issued at concessional rates by the holding company. Therefore, after applying amortisation cost method as per Ind AS 109, equity component and financial liability component are segregated.

(B) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	31st March 2023		31st March 2022	
	No. of Shares	Amounts	No. of Shares	Amounts
Equity share of Rs.10 each, Subscribed and fully paid up Balance at the beginning of the year and at the end of year	10,000	1.00	10,000	1.00
Equity component of 1% Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS") of Rs.10 each fully paid up *	-	-	-	-
Equity component of 7% Non-Convertible Cumulative Redeemable Preference Shares ("NCCRPS") of Rs.10 each fully paid up **	-	-	-	-
Balance at the beginning of the year and at the end of year	30,00,000	-*	30,00,000	-*

*1% Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS")) have been Classified as compound financial instruments..

** The 7% NCCRPS (Non-convertible Cumulative Redeemable Preference Shares), being cumulative in nature, have the right to dividend every year and they are non-convertible but are redeemable.

(C) Rights, preferences and restrictions attached to preference shares

1% Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS") of Rs.10 each fully paid up

During the year ended 31 march 2022, the Company issued 30,00,000 1% Optionally Convertible Cumulative Redeemable prefernce share Series-I ("OCCRPS-I") of Rs.10 each, OCCRPS-I have a right to preferred dividend @1% per annum or such higher dividend as the Board of Director may deem fit, payable when and if declared by the Board of director ("Board"). The dividend is Cumulative. The OCCRPS-I is convertible in to 1 Equity Share of the company for each OCCRPS-I held on conversion date on or before of 10 years from the date of issue.

7% Non-Convertible Cumulative Redeemable Preference Shares ("NCCRPS") of Rs.10 each fully paid up

** The 7% NCCRPS (Non-convertible Cumulative Redeemable Preference Shares), being cumulative in nature, have the right to dividend every year and they are non-convertible but are redeemable.

Note: The company has, during the year, converted its 30,00,000 1% OCCRPS (Optionally Convertible Cumulative Redeemable Preference Shares) of Rs. 10/- each to 30,00,000 7% NCCRPS (Non-convertible Cumulative Redeemable Preference Shares) of Rs. 10/- each through variation of rights as per provisions of Section 48 and other applicable provisions of Companies Act, 2013. The approvals of the 100% shareholders' i.e holding company (Health Care Energy Foods Private Limited) have been obtained through resolution dated 28th February 2023. The exchange ratio was 1:1.

(D) Detail of Share Holders holding more than 5% shares in the Company

Name of Shareholder	31st March 2023		31st March 2022	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Equity share of Rs.10 each, Subscribed and fully paid up				
M/s Health Care Energy Foods Private Limited (including one share held with director on behalf of company)	10,000	100%	10,000	100%
1% Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS"), Subscribed and fully paid up				
M/s Health Care Energy Foods Private Limited	-		30,00,000	100%
7% Non-Convertible Cumulative Redeemable Preference Shares ("NCCRPS") Subscribed and fully paid up				
M/s Health Care Energy Foods Private Limited	30,00,000	100%	-	

UNISPHERE INDUSTRIES PRIVATE LIMITED

CIN : U70109DL2019PTC358253

REGISTERED OFFICE : B-143, OKHLA INDUSTRIAL AREA PHASE-I, NEW DELHI-110020

Statement of changes in equity for the year ended 31-03-2023

NOTE-7 : OTHER EQUITY' — **Amount in Lakhs**

Particulars	Equity Component of compound financial instrument	Reserve and surplus: Securities premium reserve	Reserve and surplus: Retained earnings	Other reserves: FVOCI equity Instruments	Total other equity
As at March 31,2021	**-**	**-**	**-8.61**	**-**	**-8.61**
Profit for the year	**-**	**-**	**-22.12**	**-**	**-22.12**
Other Comrehensive Income	**-**	**-**	**-**	**-**	**-**
Total Comprehensive Income for the year			**-22.12**		**-22.12**
Transfer to retained earnings on disposal of FVOCI Equity Instrument	**-**	**-**	**-**	**-**	**-**
Hedging gain I (loss) reclassified to Statement of Profit & Loss	**-**	**-**	**-**	**-**	**-**
Series-I (1% Optionally Convertible Cumulative Redeemable Preference Shares (“OCCRPS”))	210.48				**210.48**
As at March 31, 2022	**210.48**	**-**	**-30.73**	**-**	**179.75**
Profit for the year		**-**	**-34.33**	**-**	**-34.33**
Other Comrehensive Income		**-**	**-**	**-**	**-**
Total Comprehensive Income for the year			**-34.33**		**-34.33**
Transfer to retained earnings on disposal of FVOCI Equity Instrument		**-**	**-**	**-**	**-**
Series-I (1% Optionally Convertible Cumulative Redeemable Preference Shares (“OCCRPS”))	-210.48				**-210.48**
7% Non Convertible Cumulative Redeemable Preference Shares (“NCCRPS”)) *** It represents Equity component of loan from holding company at concessional rates**	129.22	**-**	**-**	**-**	**129.22**
As at March 31, 2023	**129.22**	**-**	**-65.06**	**-**	**64.16**

The accompanying Notes form an integral part of the Financial Statement

As per our attached report of even date

For Aditya Agarwal & Associates

Chartered Accountants

For Unisphere Industries Private Limited

(CA Micky Bhatia)

Partner

Membership No. 438412

Firm Registration No. 004568C

UDIN : 23438412BGSDMG8621

(Kailash Chandra Sharma)
Director
DIN: 00339013
Address: 14B/46, 3rd Floor,Dev Nagar, Karol Bagh New Delhi -110005

(Ankur Rawat)
Director
DIN: 07682969
Address: Panchwati Residency,Flat No 608,Chandni Chowk,Kanke Road Near Hotel Holiday Home,Misirgonda Alias Pahargaon,Ranchi-834008,Jharkhand

Place : New Delhi

Date: 27-05-2023

UNISPHERE INDUSTRIES PRIVATE LIMITED

CIN : U70109DL2019PTC358253

REGISTERED OFFICE : B-143, OKHLA INDUSTRIAL AREA, PHASE-I, NEW DELHI-110020

Particulars	For the year ending 2022-23	For the year ending 2021-22
NOTE `14'		
EARNINGS IN FOREIGN CURRENCY		
Earning in Foreign Currency	-	-
TOTAL	-	-

NOTE '15' RELATED PARTY DISCLOSURE UNDER IND-AS 24 & COMPANIES ACT, 2013

(i) List of Related Parties where control exists and relationships

A. Entities that control or are controlled by or under common control with the reporting entity

Name of the Related Party	**Relationship**
a) Healthcare Energy foods Private Limited	Parent Company
b) Sai Capital Limited	Ultimate Parent Company
c) Butterfly Ayurveda Private Limited	Fellow Subsidiary company
B. Associates & Joint Venture	NIL
C. Individuals owning directly or indirectly, 20% or more voting power of the reporting enterprise& relatives of any such individual	NIL
D. Key Management personnel of Reporting Entity	
1. Mr. Ankur Rawat	Director
2. Mrs. Kamlesh Gupta	Director Ceased w.e.f. 21/02/2023
3. Mr. Kailash Chandra Sharma	Director
E. Enterprise over which KMP are able to exercise Significant Influence	NIL

(ii) Transactions during the year with Related Parties

Health Care Energy Foods Private Limited	**Transaction amount**	**Outstanding Balances as at 31-03-2023**
As at 31-03-2023		
30,00,000 1% Optionally Convertible Cumulative Redeemable Preference Shares (“OCCRPS”) of Rs.10 each (Previous Year NIL) *	(300 Lakhs)	NIL
30,00,000 7% Non Convertible Cumulative Redeemable Preference Shares (“NCCRPS”) of Rs.10 each (Previous Year NIL) **	300 Lakhs**	300 Lakhs**
Interest on Financial Liability	24.72 Lakhs	24.72 Lakhs
As at 31-03-2022		
30,00,000 1% Optionally Convertible Cumulative Redeemable Preference Shares (“OCCRPS”) of Rs.10 each (Previous Year NIL) *	300 Lakhs*	300 Lakhs*

* *All transactions with related parties are made on terms equivalent to those that prevail in an arm's length transactions and within the ordinary course of business.*

*1% Optionally Convertible Cumulative Redeemable Preference Shares (“OCCRPS”) have been Classified as compound financial instruments.

Note: The company has, during the year, converted its 30,00,000 1% OCCRPS (Optionally Convertible Cumulative Redeemable Preference Shares) of Rs. 10/- each to 30,00,000 7% NCCRPS (Non-convertible Cumulative Redeemable Preference Shares) of Rs. 10/- each through variation of rights as per provisions of Section 48 and other applicable provisions of Companies Act, 2013. The approvals of the 100% shareholders' i.e holding company (Health Care Energy Foods Private Limited) have been obtained through resolution dated 28th February 2023. The exchange ratio was 1:1.

** The 7% NCCRPS (Non-convertible Cumulative Redeemable Preference Shares), being cumulative in nature, have the right to dividend every year and they are non-convertible but are redeemable. On applying the provisions of IND AS 109, the company determined that the fixed-to-fixed test is not fulfilled (i.e. conversion at fixed number of shares for a fixed amount is not ascertainable) hence the company has concluded that the 7% NCCRPS shall not be divided into equity and liability components and shall be treated as liability only. As the financial instrument is financial liability in nature but interest rates are issued at concessional rates by the holding company. Therefore, after applying amortisation cost method as per Ind AS 109, equity component and financial liability component are segregated.

NOTE '16'
Disclosure Of Financial Ratios

Particulars	March 31, 2023	March 31, 2022
Current Ratio	**6.67**	**12.71**
Debt Equity Ratio	**3.00**	**0.50**
Debt Service Coverage Ratio	**-0.05**	**-0.35**
Return on Equity Ratio	**-0.53**	**-0.12**
Inventory Turnover Ratio	-	-
Trade Receivables Turnover Ratio	-	-
Trade Payables Turnover Ratio	-	-
Net Capital Turnover Ratio	-	-
Net Profit Ratio	-	-
Return on Capital Employed	**-0.04**	**-0.02**
Return on Investments	-	-

A. CORPORATE INFORMATION

Unisphere Industries Private Limited ("the Company") is an unlisted company incorporated in India. The Company was incorporated on 02nd December, 2019 under the provisions of the Companies Act, 2013. The registered office of the company is located at **B-143, Okhla Industrial Area, Phase-I, New Delhi -110020, India.**

The company is engaged in the business as Real Estate Promoters, Developers, & Project Managers for civil, mechanical, energy, power, electrical and all other types of erection. The company is a Subsidiary Company of Health Care Energy Foods Private Limited which owns 100% of the ordinary share capital of the company and has the ability to significantly influence the Company's Operations.

The Ultimate Parent Company is Sai Capital Limited which holds 98.10% shares of Health Care Energy Foods Private Limited.

B. SIGNIFICANT ACCOUNTING POLICIES

B.1 BASIS OF PREPARATION AND PRESENTATION

The financial statements have been prepared on the basis of historical cost basis except for following assets and liabilities which have been measured at fair value amount:
i) Certain financial assets and liabilities,
ii) Defined benefit plans - plan assets

The financial statements of the company have been prepared to comply with the Indian Accounting Standards (Ind-AS) including the rules notified under the relevant provisions of the Companies Act, 2013 (Subject to amendment). It's presentation and disclosure requirements is under Division II of Schedule III to the Companies Act, 2013 (Ind-AS Compliant Schedule III) subject to amendment.

The Company's Financial Statements are presented in Indian Rupees (INR) which is also the functional currency and all values are rounded off to the nearest lakhs except otherwise indicated.

Current and Non-Current Classification :-
The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.
An asset is treated as Current when it is –
- Expected to be realised or 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.

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.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

B.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Property, plant and equipment

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets.

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 entity and the cost can be measured reliably.

Depreciation on property, plant and equipment is provided using written down value method.

Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Gains or losses arising from de-recognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

Property, Plant and Equipment which are not ready for intended use as on date of Balance Sheet are disclosed as Capital Work in Progress.

(b) Cash and Cash Equivalents

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

(c) Finance Cost

Borrowing costs include exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. 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 Statement of Profit and Loss for the period for which they are incurred.

(d) Inventories

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any, exception case of by-products which are valued at net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition.

Cost of raw materials, chemicals, stores and spares, packing materials, trading and other products are determined on FIFO basis.

(e) Impairment of non-financial assets - property, plant and equipment and intangible assets

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets may be impaired. If any such indication exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

(f) Provisions
Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.
Any change in the present value of the expenditure, other than unwinding of discount on the provision, is reflected as adjustment to the provision and the corresponding asset. The change in the provision due to the unwinding of discount is recognized in the Statement of Profit and Loss.

(g) Contingent Liabilities
Disclosure of contingent liability is made 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 embodying economic benefits will be required to settle or a reliable estimate of amount cannot be made.

(h) Employee Benefits Expense

Short Term Employee Benefits
The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post-Employment Benefits
- Defined Contribution Plans
A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity. The Company makes specified monthly contributions towards Provident Fund, Superannuation Fund and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

- **Defined Benefit Plans**
The Company pays gratuity to the employees whoever has completed five years of service with the Company at the time of resignation/superannuation. The gratuity is paid @ 15 days salary for every completed year of service as per the Payment of Gratuity Act 1972.
The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services.
Re-measurement of defined benefit plans in respect of post-employment are charged to the other Comprehensive Income.

(i) Tax Expenses
The tax expense for the period comprises current and deferred tax. Tax is recognised in Statement of Profit and Loss, except to the extent that it relates to items recognised in the comprehensive income or in equity. In which case, the tax is also recognised in other comprehensive income or equity.
- Current tax
Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted at the Balance sheet date.
- Deferred tax
Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.
Deferred tax 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 period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

(j)Revenue recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably.

Revenue from rendering of services is recognised when the performance of agreed contractual task has been completed.

Revenue from sale of goods is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

-**Interest income**

Interest income from a financial asset is recognised on accrual basis.

-Dividends

Dividend income is recognised when the Company's right to receive the amount has been established.

(k) Financial instruments

i) Financial Assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

B. Subsequent measurement

a) Financial assets carried at amortised cost (AC)

A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

c) Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are measured at FVTPL.

C. Investment in subsidiaries, Associates and Joint Ventures

The Company has accounted for its investments in subsidiaries, associates and joint venture at cost.

D. Other Equity Investments

All other equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has elected to present the value changes in 'Other Comprehensive Income'.

E. Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:
The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).
For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.
For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

ii) Financial liabilities
A. Initial recognition and measurement
All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.

B. Subsequent measurement
Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

iii) De-recognition of financial instruments
The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

C. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY
The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

(a) Depreciation / amortisation and useful lives of property plant and equipment / intangible assets
Property, plant and equipment / intangible assets are depreciated / amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation / amortisation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation / amortisation for future periods is revised if there are significant changes from previous estimates.

(b) Recoverability of trade receivable
Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

(c) Provisions
Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

(d) Impairment of non-financial assets
The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value less costs of disposal and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.
In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate valuation model is used.

(e) Impairment of financial assets
The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates.
The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(f) Recognition of Deferred Tax Assets and Liabilities
Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

21 OTHERS NOTES ON FINANCIAL STATEMENTS

I. The Company has no employee in receipt of remuneration aggregating to Rs. 60 Lakhs p.a. or employee for a part of the year Rs 5 Lakhs p.m.

II. In the opinion of the Board, there is no contingent liability related to the company.

III. No Capital expenditure contracted for at the end of the reporting period,

IV. Going Concern:

As at 31st March 2023, the Company has accumulated losses of Rs. 65.06 Lakhs (previous year ended 31st March 2022 of Rs. 30.73 Lakhs) net current liabilities of Rs. 0.41 Lakhs (previous year ended 31st March 2022 of Rs. 1.02 Lakhs).

Management believes that the company will be able to continue its operations as a going concern and meet all its liabilities, as they fall due for payment in the foreseeable future. Company business strategies and operating plan of the company provides assurance that the company will continue to generate adequate cash flow to meet all its liabilities as they fall due.

Accordingly, the management is confident that the financial statements does not require any adjustment and are continued to be prepare on a going concern basis, which contemplates realisation of assets and settlement of liabilities in the normal course of business.

V. Disclosure requirements u/s 22 of Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

Particulars	As at March 31st 2023 (Amount in Rs.)	As at March 31st 2022 (Amount in Rs.)
Principal amount due to supplier registered under the MSMED Act and remaining unpaid as at year end	NIL	NIL
Interest due to supplier registered under the MSMED Act and remaining unpaid as at year end	NIL	NIL
Principal amount paid to supplier registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL
Interest paid, other than section 16 of the MSMED act, due to supplier registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL
Interest paid, under section 16 of the MSMED act, due to supplier registered under the MSMED Act, beyond the appointed day during the year	NIL	NIL

Interest due and payable toward suppliers registered under MSMED Act, for the payment already made.	NIL	NIL
Further interest remaining due and payable for the earlier years	NIL	NIL

The Company does not have any transactions with supplier (Trade & Capital) registered under Micro, Small and Medium Enterprises Development Act,2006 (MSMED Act). The disclosure pursuant to the said MSMED Act are as follows:

Dividends

No dividend has been declared by the board for the current financial year. Further, 7% Preference Dividend on NCCRPS has been accumulated but not paid until the end of the reporting period.

VI. Segment

The company is engaged mainly in the business of Real Estate Promoters, Developers & Project Management. These in the context of Ind AS 108-Operation Segment reporting are considered to constitute one reporting segment.

VII. Financial risk management

The company has exposure to the following risk arising from financial instruments.

- Credit risk
- Liquidity risk, and
- Market risk

a. Credit Risk

Credit risk is the risk that a counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration of risk. Credit risk is controlled by analyzing credit limits and credit-worthiness of customers on a continuous basis to whom the credit has been granted after obtaining necessary approvals for credit.

Financial instruments that are subject to concentration of credit risk principally consist of trade receivables, investments, loans, cash and cash equivalents, other balances with banks and other financial assets. None of the financial instruments of the Company result in material concentration of credit risk.

b. Liquidity Risk

Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time, or at a reasonable price. The company's treasury department is responsible for liquidity, funding as well settlement management. In addition, processes and policies related such risk are overseen by senior management. Management monitors company's net liquidity position rolling forecasts on the basis of expected cash flows.

Maturity pattern of financial liabilities

Non derivative financial liabilities (March 31, 2023)	Carrying amounts in Lakhs	Contractual cash flows (Figures in lakhs)				
		Total	0-1 years	1-2 years	2-5 years	More than 5 years
Borrowings (Liability component of compound Financial Instruments)	195.50	195.50	0	0	0	195.50
Trade payables	0	0	0	0	0	0
Other payables	0	0	0	0	0	0
Other Expenses Payable	0	0	0	0	0	0
Duties & Taxes Payable	0	0	0	0	0	0

Non derivative financial liabilities (March 31, 2022)	Carrying amounts in Lakhs	Contractual cash flows (Figures in Lakhs)				
		Total	0-1 years	1-2 years	2-5 years	More than 5 years
Borrowings (Liability component of compound Financial Instruments)	89.52	89.52	0	0	0	89.52
Trade payables	0	0	0	0	0	0
Other payables	0	0	0	0	0	0
Other Expenses Payable	0	0	0	0	0	0
Duties & Taxes Payable	0	0	0	0	0	0

c. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risk: interest rate risk and other price risk, such as equity price risk and commodity risk. Financial instrument affected by market risk include loans and borrowings, deposits and investments. 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.

VIII. Fair Value Measurement

a) Financial Instrument by Category

Amounts in Lakhs

Particulars	As at 31 March 2023			As at 31 March 2022		
	FVPL	FVOCI	Amortised Cost	FVPL	FVOCI	Amortised Cost
Financial Assets						
(A) Non-Current						

(i)Investment other than Subsidiaries	Nil	Nil	Nil	Nil	Nil	Nil
(ii) Loan	Nil	Nil	Nil	Nil	Nil	Nil
(iii) Other Financial Assets	NIL	Nil	Nil	NIL	Nil	Nil
(B) Current						
(i)Trade Receivable	Nil	Nil	Nil	Nil	Nil	Nil
(ii)Cash & Cash Equivalents	Nil	Nil	1.48	Nil	Nil	12.49
(iii)Bank Balance other than Cash & Cash Equivalents	Nil	Nil	Nil	Nil	Nil	Nil
(iv)Loans	Nil	Nil	Nil	Nil	Nil	Nil
(v)Other Financial Assets	Nil	Nil	Nil	Nil	Nil	Nil
Financial Liabilities						
(A)Non-Current						
(i)Borrowings	Nil	Nil	195.50	Nil	Nil	89.52
(ii)Other Financial Liabilities	Nil	Nil	Nil	Nil	Nil	Nil
(B) Current						
(i)Borrowings	Nil	Nil	Nil	Nil	Nil	Nil
(ii)Trade Payable	Nil	Nil	Nil	Nil	Nil	Nil
(iii)Other Financial Liabilities	Nil	Nil	Nil	Nil	Nil	Nil

b) I) Fair value of Preference share ("NCCRPS"):

The fair value measurement for preference share capital (7% Non-Convertible Cumulative Redeemable Preference Shares ("NCCRPS")) have been categorized as "*Income and Discounting Cash Flows Approach"* fair value based on the inputs to the valuation techniques used.

Scenario:

As the preference shares are unlisted, for calculation of ROI, we take ROI of the similar issue with similar terms.

Under the Income Approach, future free cash flows of the company discounted by the firms weighted average cost of capital to arrive at present value of the company. The business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows represent the cash available for distribution to both, the owners and creditors of the business. The free cash flows in the explicit period and those in perpetuity are discounted by the Weighted Average Cost of Capital (WACC).

The WACC based on an optimal vis-a-vis actual capital structure, is an appropriate rate of discount to calculate the present value of the future cash flows as it considers equity-debt risk by incorporating debt-equity ratio of the firm.
The perpetuity (terminal) value is calculated based on the business potential for further growth beyond the explicit forecast period. The "constant growth model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.
The discounting factor (rate of discounting the future cash flows) reflects not only the time value of

money, but also the risk associated with the business future operations.

Under the DCF Method, the business is valued by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows represent the cash available for distribution to both, the owners and creditors of the business. The free cash flows in the explicit period and those in perpetuity are discounted by the Weighted Average Cost of Capital (WACC).

The WACC based on an optimal vis-a-vis actual capital structure, is an appropriate rate of discount to calculate the present value of the future cash flows as it considers equity-debt risk by incorporating debt-equity ratio of the firm.

The perpetuity (terminal) value is calculated based on the business potential for further growth beyond the explicit forecast period. The "constant growth model" is applied, which implies an expected constant level of growth for perpetuity in the cash flows over the last year of the forecast period.

The discounting factor (rate of discounting the future cash flows) reflects not only the time value of money, but also the risk associated with the business future operations.
The Enterprise Value (aggregate of the present value of explicit period and terminal period cash flows) so derived, is further adjusted for:

- Estimated value of Contingent Liabilities likely to get crystallized (management estimate)
- Surplus assets like land not in use
- Value of non-trade Investments if any
- Preference shareholder's liability, if any, to arrive at value to the owners of the business.
- Cash & Cash Equivalents

The valuation has been conducted as financial asset of the company in accordance with the guidance of the IND AS. Based on the information and explanations available the valuation of the financial asset has been conducted under Income Approach.

II) Fair value of Preference share ("OCCRPS"):

The fair value measurement for preference share capital (1% Optionally Convertible Cumulative Redeemable Preference Shares ("OCCRPS")) have been categorized as "*estimate using with and Without Approach"* fair value based on the inputs to the valuation techniques used.

With Scenario:

- The Company raised INR 3.0 Crores through convertible note financing. Given the proximity of the financing to the Valuation Date, the Precedent Transaction Method was deemed an appropriate methodology to use in estimating the equity value of the company. The implied equity value was estimated at INR 3,00,88,244.
- The estimated equity value was then allocated using an OPM between all classes of shares. The key inputs to the OPM were:
  - o Time = 10 years; based on the expiry of the OCCRPS
  - o Risk-free rate = 7.09%; based on the yield on a 10-year government bond
  - o Volatility = 51.16%; based on peer group historical volatility for a 10-year look back period.
- In the with Scenario, the Note was modelled as a non-participating instrument, where the investor will first receive their invested capital and dividends and then convert to common shares when favorable.
- The fair value of Note under the with Scenario was estimated at INR 3.0 Crores.

Without Scenario:

- The equity value estimated in the with Scenario was allocated using an OPM between all classes of shares. The key inputs to the OPM were:

o Time = 10 years; based on the expiry of the OCCRPS
o Risk-free rate = 7.09%; based on the yield on a 10-year government bond
o Volatility = 51.16%; based on peer group historical volatility for a 10-year look back period.

- In the Without Scenario, the Note was modelled as a plain vanilla debt instrument and will only receive the invested capital and dividends. No conversion rights were included in the Without Scenario.
- The fair value of Note under the Without Scenario was estimated at INR 0.90 Crores.

Conclusion

- The fair value of the Feature was then estimated as the fair value of note under the With Scenario less the fair value of note under the Without Scenario.
- The concluded fair value of the Feature was INR 2.1 Crores.
- Please refer to Exhibit 1 for details.

[1] With Scenario - Fair Value of OCCRPS Series - I (a)	₹ 30,000,000
[2] Without Scenario - Fair Value of OCCRPS Series - I (b)	₹ 8,951,580
Value of the Conversion Feature (a - b)	₹ 21,048,420
Balance Sheet:	
Liability	₹ 8,951,580
Equity	₹ 21,048,420

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Date- 27-05-2023