

SPR Engenharia Ltd

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
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Independent Auditor's Report

To the Members of SPR Engenious Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of SPR Engenious Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

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

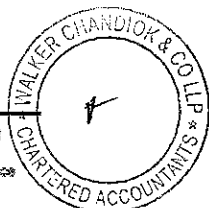
4. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

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

Chartered Accountants

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

Walker Chandiook & Co LLP is registered with limited liability with identification number AAC-2025 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India



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Independent Auditor's Report of even date to the members of SPR Engenious Limited on the financial statements for the year ended 31 March 2024 (cont'd)

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Financial Statements

5. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
6. In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
8. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;



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Independent Auditor's Report of even date to the members of SPR Engenious Limited on the financial statements for the year ended 31 March 2024 (cont'd)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
9. 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.

Other Matter

10. The financial statements of the Company for the year ended 31 March 2023 were audited by the predecessor auditor, B.R. Gupta & Co., who have expressed an unmodified opinion on those financial statements vide their audit report dated 08 May 2023.

Report on Other Legal and Regulatory Requirements

11. Based on our audit, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable.
12. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
13. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended).
 - c) The financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of section 164(2) of the Act;

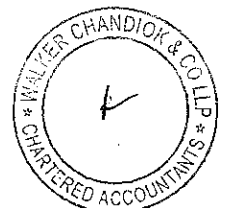


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Independent Auditor's Report of even date to the members of SPR Engenious Limited on the financial statements for the year ended 31 March 2024 (cont'd)

- f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 13(b) above on reporting under section 143(3)(b) of the Act and paragraph 13(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2024 and the operating effectiveness of such controls, refer to our separate report in Annexure B wherein we have expressed an unmodified opinion; and
- h) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position as at 31 March 2024.;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2024.;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2024.;
 - iv.
 - a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 46(i) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 46(ii) to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
 - v. The Company has not declared or paid any dividend during the year ended 31 March 2024.

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Independent Auditor's Report of even date to the members of SPR Engenious Limited on the financial statements for the year ended 31 March 2024 (cont'd)

- vi. Based on our examination which included test checks, the Company, in respect of financial year commencing on 1 April 2023, has used an accounting software (SAP ECC) for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature was not enabled at database level to log any direct data changes, as described in note 57 to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with in respect of the accounting software where such feature is enabled.

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



Arun Tandon
Partner
Membership No.: 517273

UDIN: 24517273BKEXFI8597

Place: New Delhi
Date: 13 May 2024

Walker Chandiook & Co LLP

Annexure A referred to in paragraph 12 of the Independent Auditor's Report of even date to the members of SPR Engenious Limited on the financial statements for the year ended 31 March 2024

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

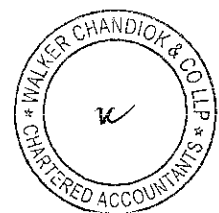
- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.
- (c) The title deeds of all the immovable properties held by the Company (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in note 3 and 6 to the financial statements, are held in the name of the Company.
- (d) The Company has adopted cost model for its Property, Plant and Equipment including right-of-use assets and intangible assets. Accordingly, reporting under clause 3(i)(d) Companies (Auditor's Report) Order 2020 (hereinafter referred to as 'the Order') not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of goods-in-transit, these have been confirmed from corresponding receipt and/or dispatch inventory records.
- (b) The Company has not been sanctioned working capital limits by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans to companies, firms, limited liability partnerships or any other parties during the year. The Company has not made investment in firms and limited liability partnerships during the year. Further, the Company has made investments in companies during the year, in respect of which:
- (a) The Company has not provided any loans or provided any advances in the nature of loans, or guarantee, or security to any other entity during the year. Accordingly, reporting under clauses 3(iii)(a) of the Order is not applicable to the Company.
- (b) The Company has not provided any guarantee or given any security or granted any loans or advances in the nature of loans during the year. However, the Company has made investment in 2 entities amounting to Rs. 1,375.09 million (year-end balance Rs. 2,099.00 million) and in our opinion, and according to the information and explanations given to us, such investments made are, prima facie, not prejudicial to the interest of the Company.



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Annexure A referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of SPR Engenious Limited on the financial statements for the year ended 31 March 2024 (cont'd)

- (c) The Company does not have any outstanding loans and advances in the nature of loans at the beginning of the current year nor has granted any loans or advances in the nature of loans during the year. Accordingly, reporting under clauses 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(f) of the Order is not applicable to the Company.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of investments made, as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of loans granted, guarantees and security provided by it.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/ services / business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii)(a) In our opinion, and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end 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 statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) (a) According to the information and explanations given to us, the Company has not defaulted in repayment of its loans or borrowings or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us including representation received from the management of the Company, and on the basis of our audit procedures, we report that the Company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of term loans during the year and did not have any term loans outstanding at the beginning of the current year. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) In our opinion and according to the information and explanations given to us, and on an overall examination of the financial statements of the Company, funds raised by the Company on short term basis have, prima facie, not been utilised for long term purposes.
- (e) According to the information and explanations given to us and 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.



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Annexure A referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of SPR Engenious Limited on the financial statements for the year ended 31 March 2024 (cont'd)

- (f) According to the information and explanations given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has made preferential allotment of shares. In our opinion and according to the information and explanations given to us, the Company has complied with the requirements of section 42 and section 62 of the Act and the rules framed thereunder with respect to the same. Further, the amounts so raised were used for the purposes for which the funds were raised, though surplus funds which were not required for immediate utilisation have been invested in readily realisable liquid investments.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company, with the related parties are in compliance with section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements etc., as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred cash losses in the current financial year but had incurred cash losses amounting to Rs. 7.55 million in the immediately preceding financial year.



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Annexure A referred to in Paragraph 12 of the Independent Auditor's Report of even date to the members of SPR Engenious Limited on the financial statements for the year ended 31 March 2024 (cont'd)

- (xviii) There has been resignation of the statutory auditors during the year and based on the information and explanations given to us by the management and the response received by us pursuant to our communication with the outgoing auditors, there have been no issues, objections or concerns raised by the outgoing auditors.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) According to the information and explanations given to us, the Company does not meet the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

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

Arun Tandon

Arun Tandon
Partner
Membership No.: 517273



UDIN: 24517273BKEXFI8597

Place: New Delhi
Date: 13 May 2024

Walker Chandiook & Co LLP

Annexure B

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

1. In conjunction with our audit of the financial statements of SPR Engenious Limited ('the Company') as at and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management for Internal Financial Controls

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

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

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

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



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Annexure B to the Independent Auditor's Report of even date to the members of SPR Engenious Limited on the financial statements for the year ended 31 March 2024 (cont'd)

reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

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

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Arun Tandon

Arun Tandon

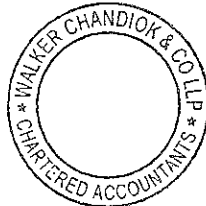
Partner

Membership No.: 517273

UDIN: 24517273BKEXFI8597

Place: New Delhi

Date: 13 May 2024



SPR Engenious Limited
Balance Sheet as at 31 March 2024

	Note No.	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
ASSETS			
Non-current assets			
a) Property, plant and equipment	3	357.53	16.93
b) Capital work-in-progress	4	161.02	0.99
c) Intangible assets	5	0.11	-
d) Right of use assets	6	275.81	280.60
e) Financial assets			
(i) Investments	7	2,099.00	780.03
(ii) Other financial assets	8	44.33	120.00
f) Deferred tax assets (net)	9	4.72	4.72
g) Other non-current asset	10	48.90	0.51
		<u>2,991.42</u>	<u>1,203.79</u>
Current assets			
a) Inventories	12	6.66	-
b) Financial assets			
(i) Investments	7	408.08	-
(ii) Trade receivables	13	4.78	-
(iii) Cash and cash equivalents	14	5.04	10.03
(iv) Other bank balances other than (iii) above	14	70.00	65.00
(v) Other financial assets	8	74.77	0.69
c) Other current assets	11	78.61	2.09
		<u>647.94</u>	<u>77.81</u>
		<u>3,639.36</u>	<u>1,281.59</u>
TOTAL ASSETS			
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	15	3,500.00	1,200.00
b) Other equity	16	(40.87)	(14.22)
		<u>3,459.13</u>	<u>1,185.78</u>
Liabilities			
Non-current liabilities			
a) Financial liabilities			
(i) Lease liabilities	33	19.18	19.18
b) Provisions	17	5.28	-
		<u>24.46</u>	<u>19.18</u>
Current liabilities			
a) Financial liabilities			
(i) Lease liabilities	33	0.00	1.92
(ii) Trade payables	18		
- Total outstanding dues of micro enterprises and small enterprises		0.41	-
- Total outstanding dues of creditors other than micro and small enterprises		38.49	7.47
(iii) Other financial liabilities	19	112.41	62.27
b) Other current liabilities	20	3.05	4.97
c) Provisions	17	1.41	-
		<u>155.77</u>	<u>76.63</u>
		<u>3,639.36</u>	<u>1,281.59</u>
TOTAL EQUITY AND LIABILITIES			

See accompanying notes to the financial statements

1-57

In terms of our report attached

For Walker Chandniok & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N500013

Arun Tandon

Partner

Membership no. 517273



Pankaj Gupta
Company Secretary

For and on behalf of the Board of Directors

Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan
Whole Time Director
DIN : 00692717

Luv D. Shrivaram
Director
DIN : 00051065

Place : New Delhi
Date: 13 May 2024

(Handwritten signatures)

SPR Engenious Limited
Statement of Profit and Loss for the year ended 31 March 2024

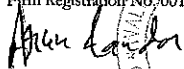
	Note No.	For the year ended 31 March 2024 Rs. million	For the period ended 31 March 2023 Rs. million
I Revenue from operations	21	2.71	-
II Other income	22	31.66	5.15
III Total income (I+II)		34.37	5.15
IV Expenses			
Cost of materials consumed	23	0.79	-
(Increase) / decrease in inventories of finished goods and work-in-progress	24	(0.01)	-
Employee benefit expense	25	14.07	-
Finance costs	26	3.57	0.36
Depreciation and amortisation expenses	27	6.78	0.17
Other expenses	28	15.16	12.34
Total expenses		40.36	12.87
V Loss before tax (III-IV)		(5.99)	(7.72)
VI Tax expense:			
i) Current tax		-	-
ii) Deferred tax		-	(1.90)
		-	(1.90)
VII Loss for the year/period (V-VI)		(5.99)	(5.82)
VIII Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
a) Remeasurements of the post employment defined benefit plans		0.03	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss			
a) Fair value change of cash flow hedge		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total other comprehensive income		0.03	-
Total comprehensive income (VII+VIII)		(5.96)	(5.82)
Earnings per share (of Rs. 10/- each)			
Basic (Rs)		(0.03)	(0.13)
Diluted (Rs)		(0.03)	(0.13)

See accompanying notes to the financial statements.

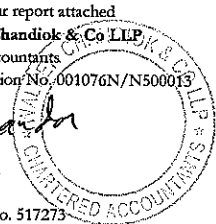
1-57

In terms of our report attached


For Walker Chandok & Co LLP
Chartered Accountants
Firm Registration No. 001076N/N500013

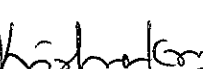



Arun Tandon
Partner
Membership no. 517273




Pankaj Gupta
Company Secretary



Prem Prakash Rathi
Chief Financial Officer


Krishnakumar Srinivasan
Whole Time Director
DIN : 00692717


Luv D. Shirram
Director
DIN : 00051065

For and on behalf of the Board of Directors

Place : New Delhi
Date: 13 May 2024



SPR Engenious Limited
Cash flow statement for the year ended 31 March 2024

	For the year ended 31 March 2024 Rs. million	For the period ended 31 March 2023 Rs. million
A. Cash flow from operating activities		
Loss before tax	(5.99)	(7.72)
<i>Adjustments for:</i>		
Depreciation/amortisation	6.78	0.17
Finance costs	3.57	0.35
Interest income	(11.72)	-
Fair value gain on investments	(2.77)	-
Gain of sale of investments	(16.37)	(5.15)
Operating loss before working capital changes	(26.50)	(12.35)
 <i>Adjustments for:</i>		
(Increase)/ decrease in inventories	(6.66)	-
(Increase)/ decrease in trade receivables	(4.78)	-
(Increase)/ decrease in other financial assets	(3.33)	0.00
(Increase)/ decrease in other assets	(78.44)	(2.09)
Increase/ (decrease) in trade payables	31.43	7.47
Increase/ (decrease) in other financial liabilities	50.14	12.35
Increase/ (decrease) in other liabilities and provisions	4.82	-
Cash (used in)/ generated from operations	(33.32)	5.38
Income tax paid	(0.65)	(0.51)
Net cash (used in)/ generated from operating activities (A)	(33.97)	4.86
 B. Cash flow from investing activities		
Interest received	7.18	4.46
Purchase of property, plant and equipment	(550.37)	(17.92)
Purchase of other intangible assets	(0.11)	(259.67)
Investment in subsidiary	(1,359.97)	(725.03)
Investments in mutual funds	(3,034.31)	-
Sale proceeds from mutual funds	2,645.35	-
Deposits redeemed	120.00	-
Deposits made with bank	(74.53)	(185.00)
Net cash (used) in investing activities (B)	(2,246.76)	(1,183.16)
 C. Cash flow from financing activities		
Payment of lease liability*	(0.00)	(0.11)
Interest on lease liability	(1.92)	(0.10)
Interest paid	(1.65)	(0.25)
Issue of equity share capital	2,300.00	1,200.00
Expenses on issue of share capital	(20.69)	(11.22)
Net cash from financing activities (C)	2,275.74	1,188.32
 Net increase/(decrease) in cash and cash equivalents (A+B+C)	(4.99)	10.03
 Cash and cash equivalents at the beginning of the year	10.03	-
Cash and cash equivalents at the end of the year	5.04	10.03

* Rounded off to zero.

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SPR Engenious Limited
Cash flow statement for the year ended 31 March 2024

Components of cash and cash equivalents

Cash in hand

- current accounts

5.04

10.03

5.04

10.03

Note:

1. The Cash Flow Statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS) 7.

In terms of our report attached

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No. 001076N/N1500013

Arun Tandon

Arun Tandon

Partner

Membership no. 517273



Pankaj Gupta

Pankaj Gupta
Company Secretary

Prem Prakash Rathi

Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan

Krishnakumar Srinivasan
Whole Time Director
DIN : 00692717

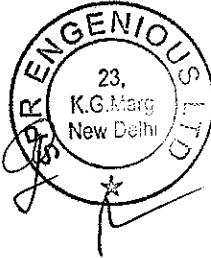
Luv D. Shriram

Luv D. Shriram
Director
DIN : 00051065

For and on behalf of the Board of Directors

Place : New Delhi

Date: 13 May 2024



SPR Engenious Limited
Statement of Change in Equity as at 31 March 2024

a) Fully paid up equity shares
(face value of Rs 10/- each)

	No of shares in Million	Rs. million
Balance as at 31 March 2022	-	-
Add: Shares issued during the year	120.00	1,200.00
Balance as at 31 March 2023	120.00	1,200.00
Add: Shares issued during the year	230.00	2,300.00
Balance as at 31 March 2024	350.00	3,500.00

(b) Other equity

Particulars	Rs. million	
	Reserve and surplus Retained earnings	Total
Balance as at 31 March 2022	-	-
Profit for the period	(5.82)	(5.82)
Expenses on issue of share capital (Net of deferred tax)	(8.40)	(8.40)
Balance as at 31 March 2023	(14.22)	(14.22)
Profit for the year	(5.99)	(5.99)
Expenses on issue of share capital	(20.70)	(20.70)
Other comprehensive income for the year net of tax	0.03	0.03
Balance as at 31 March 2024	(40.87)	(40.87)

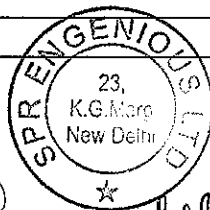
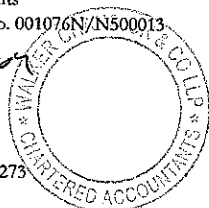
In terms of our report attached
For Walker Chandiook & Co LLP
Chartered Accountants

Firm Registration No. 001076N/N500013

Arun Tandon

Arun Tandon
Partner

Membership no. 517273



Pankaj Gupta
Pankaj Gupta
Company Secretary

Prem Prakash Rathi
Prem Prakash Rathi
Chief Financial Officer

Krishnakumar Srinivasan
Krishnakumar Srinivasan
Whole Time Director
DIN : 00692717

Luv D. Shriram
Luv D. Shriram
Director
DIN : 00051065

For and on behalf of the Board of Directors

Place : New Delhi
Date: 13 May 2024

[Handwritten initials]

SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

1. Corporate information

SPR Engenious Limited ("the Company") having CIN No.- U292992DL2022PLC405090 is a public Company domiciled in India and incorporated on September 26, 2022 under the provisions of the Companies Act, applicable in India. The registered office of the Company is located at 3rd Floor, Himalaya House, 23, Kasturba Gandhi Marg, New Delhi 110001.

The Company's business activity falls under "automotive component". Primary products manufactured by the Company are engine valves.

The financial statements of the Company are approved for issuance by the Company's Board of Directors on 13 May 2024

2. Material accounting policy information

2.1.1 Basis of accounting and preparation of financial statements

The financial statements have been prepared in accordance with the Indian Accounting Standard (Ind AS) notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016 and Companies (Indian Accounting Standards) Amendment Rules, 2017 issued by the Ministry of Corporate Affairs ("MCA").

The financial statements have been prepared under historical cost convention on accrual and going concern basis, except for the following assets and liabilities:-

- i) Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)
- ii) Investments in unquoted equity shares measured at fair value
- iii) Defined benefit liabilities are measured at present value of defined benefit obligation.
- iv) Certain financial assets and liabilities at amortised cost

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are presented in INR "(Indian Rupees)" and all values are rounded to the nearest million, except when otherwise indicated.

2.1.2 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes is determined on such a basis and the Company presents that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 36 or value in use in Ind AS 36.



SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

In addition, for financial reporting purpose, fair value measurement are categorised into level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in the entirety, which are described as follows:

- Level 1: This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- Level 3: This level includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

2.1.3 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification

The Company classifies an asset as current asset when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it holds the asset primarily for the purpose of trading.
- it expects to realise the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

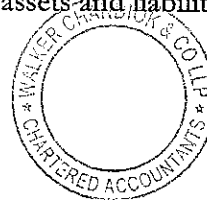
All other assets are classified as non-current.

A liability is classified as current when:

- it is expected to be settled in normal operating cycle;
- it holds the liability primarily for the purpose of trading
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

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



SPR Engenious Limited

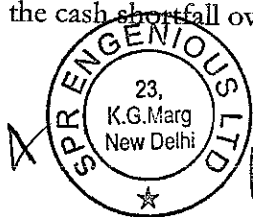
Notes to the financial statements for the year ended 31 March 2024

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company's normal operating cycle is twelve months.

2.2. Significant accounting judgements, estimates and assumptions.

The preparation of the financial statements is in conformity with Indian Accounting Standards (Ind AS) and requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and the reported income and expenses during the year. The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise information, about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes.

- **Deferred tax:** Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. 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 together with future tax planning strategies.
- **Impairment of financial assets and non-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.
- **Useful lives of depreciable/amortisable assets:** value of property, plant and equipment and intangibles at the end of each reporting period. Factors such as changes in the expected level of usage could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and may have an impact on the profit of the future years.
- **Estimation of defined benefit obligation:** Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments. These include the estimation of the appropriate discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, the employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
- **Estimation for expected credit losses of trade receivables:** Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management believes that there is uncertainty of collections. Provision is recognised based on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.



SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

• Incremental rate of borrowing for lease accounting: The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

2.3.1 Revenue recognition

Sale of products/services

Revenue from the sale of products or services is recognized upon transfer of control to customers. Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example, taxes and duties collected on behalf of the government). A receivable is recognized upon satisfaction of performance obligations as per the contracts and is measured at transaction price.

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

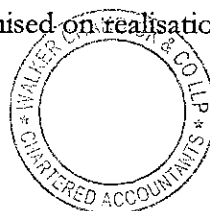
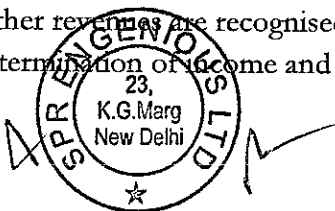
2.3.2 Other income

Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to Company and the amount of income can be measured reliably. Interest income is accrued on time basis, by reference to the principal outstanding and at the interest rate as applicable.

Miscellaneous income

Other revenues are recognised on accrual basis, except where there are uncertainties in realisation / determination of income and in such case income is recognised on realisation / certainty.



SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

2.4.1. Property, plant and equipment

Property, plant and equipment held for use in production or supply of goods and services, or for administrative purpose, are stated at historic cost, net of accumulated depreciation (net of input tax credits availed) including taxes and other incidental expenses related to acquisition, installation and borrowing cost on loan taken for the acquisition of qualifying assets upto the date the assets are ready for their intended use.

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

- (a) it is probable that future economic benefits associated with the item will flow to the entity; and
- (b) the cost of the item can be measured reliably.

Subsequent expenditure can be capitalised only if it is probable that future economic benefits associated with the expenditure will flow to the Company.

An item of property, plant and equipment is derecognised on disposal, or when no future economic benefit are expected to arise from the continued use of assets. Any gain and loss arising on the disposal of or retirement is determined as the difference between the sale proceeds and the carrying amount of the assets and is recognised in the statement of profit and loss.

2.4.2. Intangible assets

Intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the entity and the cost of the asset can be reliably measured.

Intangible assets held for use in production or supply of goods and services, or for administrative purpose, are stated at historic cost, net of accumulated depreciation (net of input tax credits availed) including taxes and other incidental expenses related to acquisition, installation and borrowing cost on loan taken for the acquisition of qualifying assets upto the date the assets are ready for their intended use.

An item of intangible asset is derecognised on disposal, or when no future economic benefit are expected to arise from the continued use of assets. Any gain and loss arising on the disposal of or retirement is determined as the difference between the sale proceeds and the carrying amount of the assets and is recognised in the statement of profit and loss.

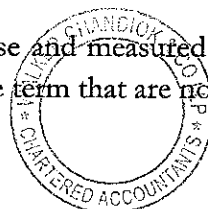
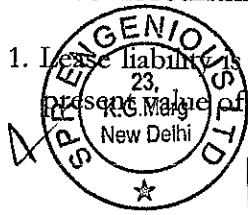
2.4.3. Capital work-in-progress

Capital work-in-progress represents expenditure incurred in respect of capital projects under development and are carried at cost. Cost includes related acquisition expenses, development/construction costs, borrowing costs and other direct expenditure.

2.4.4. Leases

Lessee Accounting

1. Lease liability is recognised at the commencement of lease and measured at an amount equal to the present value of minimum lease payments during the lease term that are not yet paid.



SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

2. Right of use asset is recognised at the commencement of lease and measured at cost, consisting of initial measurement of lease liability plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, initial estimate of the restoration costs and any initial direct costs incurred by the lessee. Right-of-use assets are amortized on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets and impairment loss.
3. The lease liability is measured in subsequent periods using the effective interest rate method.
4. Recognition and measurement exemption is availed for low-value assets and short term leases. Assets of low value include IT equipment or office furniture. No monetary threshold has been defined for low-value assets. Short-term leases are defined as leases with a lease term of 12 months or less.

2.5. Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

The Company is following written down value method in case of Furniture, fixtures and office equipment and straight line method in respect of other assets.

Depreciation on tangible property, plant and equipment has been provided as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the certain categories of assets, in whose case the life of the assets has been assessed based on technical advice, taking into account the nature, the estimated usage, operating conditions of the asset, past history of replacement, anticipated technological changes and maintenance practices etc. Following are the estimated useful lives of various category of assets used:

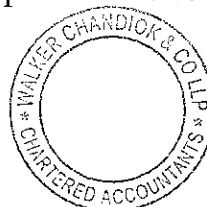
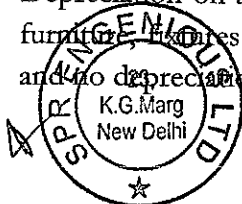
Building	-	thirty years
Plant and equipment		
- General	-	twenty years
- Electric installation / equipment	-	fifteen years
Vehicles	-	five years
Furniture and fixture / Office equipment	-	five years
Right of use assets under leases	-	over the lease period

All intangible assets are amortised on straight-line method over their estimated useful life as under.

Computer software	-	three years
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Assets costing up to Rs. 5,000 are fully depreciated in the year of acquisition.

Depreciation on assets acquired/sold/discarded during the year is charged on pro-rata basis except for furniture, fixtures and equipments where full year's depreciation is computed in the year of acquisition and no depreciation is provided in the year of sale.



SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, and the effect of any changes in estimate is accounted for on a prospective basis.

2.6. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition.

Financial assets

All regular way purchases or sales of financial assets are accounted for at trade date basis. Regular way purchases or sales are purchase or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Classification of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost

- i) The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- ii) The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- i) The asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- ii) The contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

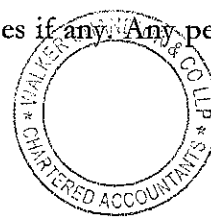
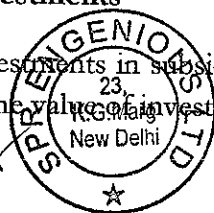
Financial assets at fair value through profit or loss

Financial asset which are not classified in any of the above categories are subsequently measured at fair value through profit or loss (FVTPL).

Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. The average credit period is 20 days

Investments

Investments in subsidiaries are carried at cost less impairment losses if any. Any permanent diminution in the value of investments is provided for in the books of account.



SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

Investments in mutual fund are measured at fair value through profit or loss.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost or at fair value through profit or loss (FVTPL). 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.

Fair value is determined in the manner described in note no 38.

2.7. Derivative financial instruments

The Company enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risks, including foreign exchange forward contracts and cross currency interest rate swaps.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the statement of profit and loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the statement of profit and loss depends on the nature of the hedging relationship and the nature of the hedged item.

(i) Financial assets or financial liabilities, at fair value through profit or loss.

This category has derivative financial assets or liabilities which are not designated as hedges. Although the Company believes that these derivatives constitute hedges from an economic perspective, they may not qualify for hedge accounting under Ind AS 109, Financial Instruments. Any derivative that is either not designated a hedge, or is so designated but is ineffective as per Ind AS 109, is categorized as a financial asset or financial liability, at fair value through profit or loss.

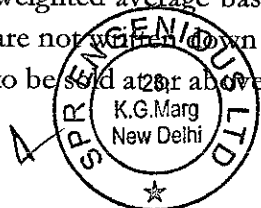
Derivatives not designated as hedges are recognized initially at fair value and attributable transaction costs are recognized in net profit in the statement of profit and loss when incurred. Subsequent to initial recognition, these derivatives are measured at fair value through the statement of profit and loss and the resulting exchange gains or losses are included in the statement of profit and loss. Assets/liabilities in this category are presented as current assets/current liabilities if they are either held for trading or are expected to be realized within 12 months after the Balance sheet date.

Fair value is determined in the manner described in note no 38.

2.8. Inventories

Inventories are valued at lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- i) Raw materials, loose tools and store and spares : Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis. Raw materials and other supplies held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.



SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

ii) Work in progress: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.

iii) Finished goods: cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.9. Foreign currency transactions and translations

Transactions in foreign currency are recorded on initial recognition at the exchange rate prevailing on or closely approximating to the date of transaction.

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 carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in the statement of profit and loss in the period in which they arise except exchange differences on transactions entered into in order to hedge certain foreign currency risks.

For foreign currency denominated financial assets measured at amortised cost or FVTPL, the exchange differences are recognised in statement of profit and loss except for those which are designated as hedging instruments in a hedging relationship.

2.10. Employee benefits

Retirement benefit costs and termination benefits:

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Contribution towards Provident Fund is paid as per the statutory provisions. These benefits are charged to the statement of profit and loss of the year when they become due. For defined post-employment employee benefit plans, 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. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to the statement of profit and loss. Past service cost is recognised in the 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. Defined benefit costs are categorised as follows:



SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

- i) Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- ii) Net interest expense or income; and
- iii) Re-measurement.

Short-term and other long-term employee benefits:

A liability is recognised for benefits accruing to employees in respect of wages and salaries in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Leave availment / encashment benefit is provided as per Company's scheme. Employees are entitled to accumulate leaves subject to certain limit as per Company's scheme.

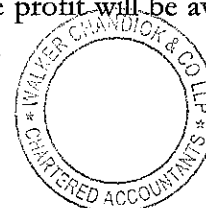
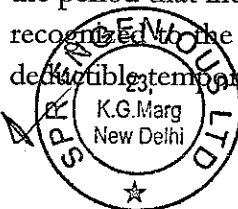
Liabilities for compensated absence that are not expected to be settled wholly within 12 months after the end of the period in which the employees rendered the related service, are measured at the present value of expected future payment to be made in respect of service provided by employees up to the end of reporting period using the projected unit credit method. The benefit are discounted using the market yields at the end of reporting period. Remeasurement as a result of experience adjustments and change in actuarial assumptions are recognised in the statement of profit and loss.

Employee benefits in the form of long service awards is provided as per Company scheme. The liability is determined through actuarial valuation using projected unit credit method.

2.11. Taxes on income

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.



SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.12. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time the assets are substantially ready for their intended use or sale.

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 recognised in the statement of profit and loss in the period in which they are incurred.

2.13. Earnings per share

Basic earnings per share is calculated by dividing profit or loss attributable to the owners of the Company by weighted average number of equity shares outstanding during the financial year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue, share split and any new equity issue.

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

2.14. Impairment of assets

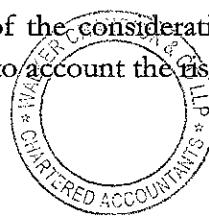
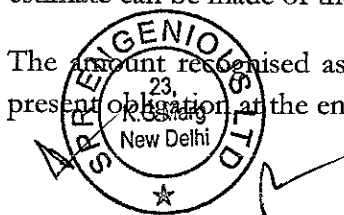
The carrying values of property, plant and equipment, right-of-use assets and intangible assets or cash generating units are reviewed at each Balance sheet date for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognised in the statement of profit and loss.

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit loss.

2.15. 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 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



SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.16. Contingent liabilities

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources.

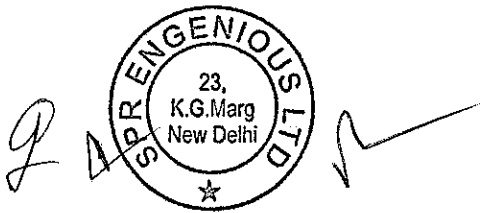
When there is a possible obligation or a present obligation in respect of which the likelihood on outflow of resources is remote, no provision or disclosure is made.

2.17 Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. The Company is primarily engaged in the manufacturing and assembling of automotive components for the automotive industry. All operating segments' operating results are reviewed regularly by the Company's Chief Operating Decision Maker ("CODM") to make decisions about resources to be allocated to the segments and assess their performance. CODM believes that these are governed by same set of risk and returns hence CODM reviews as one balance sheet component.

2.18 Recent accounting pronouncements which are not yet effective

As on the date of these financial statements, Ministry of Corporate Affairs ('MCA') has not issued any standards/amendments to accounting standards which are effective from 1 April 2024.



SPR Engenious Limited
Notes to the financial statements for the year ended 31 March 2024

3. Property, plant and equipment

Rs. million

Particulars	Buildings	Plant and equipment	Furniture and fixtures	Vehicles	Office equipment	Total
Year ended 31 March 2023						
Gross carrying amount						
Opening gross carrying amount	-	-	-	-	-	-
Additions	16.93	-	-	-	-	16.93
Disposals	-	-	-	-	-	-
Closing gross carrying amount as at 31 March 2023	16.93	-	-	-	-	16.93
Accumulated depreciation						
Opening accumulated	-	-	-	-	-	-
Depreciation charged during the period	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Closing accumulated depreciation as at 31 March 2023	-	-	-	-	-	-
Net carrying amount as at 31 March 2023	16.93	-	-	-	-	16.93
Year ended 31 March 2024						
Gross carrying amount						
Opening gross carrying amount	16.93	-	-	-	-	16.93
Additions	132.94	205.84	1.74	0.05	3.93	344.50
Disposals	-	-	-	-	-	-
Closing gross carrying amount as at 31 March 2024	149.87	205.84	1.74	0.05	3.93	361.43
Accumulated depreciation						
Opening accumulated depreciation	-	-	-	-	-	-
Depreciation charged during the year	0.68	0.48	0.90	0.00	1.84	3.90
Disposals	-	-	-	-	-	-
Closing accumulated depreciation as at 31 March 2024	0.68	0.48	0.90	0.00	1.84	3.90
Net carrying amount as at 31 March 2024	149.19	205.36	0.84	0.05	2.09	357.53

Notes:

- i) The Company has not revalued property, plant and equipment during the year.
ii) The title deeds of immovable properties are held in the name of the Company as at the balance sheet date.

4. Capital work-in progress

Particulars	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
Balance at the beginning of the year	0.99	-
Additions during the year	488.31	17.92
Capitalised / adjusted during the year	(328.28)	(16.93)
Balance at the end of the year	161.02	0.99

Note: The capital-work-in-progress mainly consist of property, plant and equipment under construction / installation and which are not ready for use at year end.

Capital work in progress ageing schedule is as under:-

Particulars	As on 31 March 2024					Total
	Amount in capital work in progress for a period of					
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
Projects in progress**	161.02	-	-	-	-	161.02
Projects temporarily suspended	-	-	-	-	-	-

**The projects in progress as on 31 March 2024 will be completed within 1 year.

There are no such projects under capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan as of 31 March 2024 and 31 March 2023.

Capital work in progress ageing schedule is as under:-

Particulars	As on 31 March 2023					Total
	Amount in capital work in progress for a period of					
	Less than 1 year	1-2 years	2-3 years	More than 3 years		
Projects in progress*	0.99	-	-	-	-	0.99
Projects temporarily suspended	-	-	-	-	-	-

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SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

5. Intangible assets

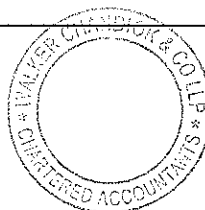
Rs. million

Particulars	Computer software	Total
Year ended 31 March 2023		
Gross carrying amount		
Opening gross carrying amount	-	-
Additions	-	-
Disposals	-	-
Closing gross carrying amount as at 31 March 2023	-	-
Accumulated amortisation		
Opening accumulated amortisation	-	-
Amortisation charged during the period	-	-
Disposals	-	-
Closing accumulated depreciation as at 31 March 2023	-	-
Net carrying amount as at 31 March 2023	-	-
Year ended 31 March 2024		
Gross carrying amount		
Opening gross carrying amount	-	-
Additions	0.13	0.13
Disposals	-	-
Closing gross carrying amount as at 31 March 2024	0.13	0.13
Accumulated amortisation		
Opening accumulated amortisation	-	-
Amortisation charged during the year	0.02	0.02
Disposals	-	-
Closing accumulated depreciation as at 31 March 2024	0.02	0.02
Net carrying amount as at 31 March 2024	0.11	0.11

6. Right of use assets

Rs. million

Particulars	Land	Total
Year ended 31 March 2023		
Gross carrying amount		
Opening gross carrying amount	-	-
Additions	280.77	280.77
Disposals	-	-
Closing gross carrying amount as at 31 March 2023	280.77	280.77
Accumulated amortisation		
Opening accumulated amortisation	-	-
Amortisation charged during the period	0.17	0.17
Disposals	-	-
Closing accumulated depreciation as at 31 March 2023	0.17	0.17
Net carrying amount as at 31 March 2023	280.60	280.60
Year ended 31 March 2024		
Gross carrying amount		
Opening gross carrying amount	280.77	280.77
Additions	-	-
Disposals/adjustment	1.93	1.93
Closing gross carrying amount as at 31 March 2024	278.84	278.84
Accumulated amortisation		
Opening accumulated amortisation	0.17	0.17
Amortisation charged during the year	2.86	2.86
Disposals/adjustment	-	-
Closing accumulated depreciation as at 31 March 2024	3.03	3.03
Net carrying amount as at 31 March 2024	275.81	275.81



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SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

7. Investments

	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Rs. million	No. of shares	Rs. million
Non-current investments (Unquoted)				
Equity instrument:				
Investment in a subsidiary carried at amortised cost				
SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited) (fully paid up of Rs 10 each)* (refer note 43)	1,16,34,499	1,464.91	61,22,688	780.03
SPR Takahata Precision India Private Ltd. (formerly Takahata Precision India Private Limited) (fully paid up of Rs 10 each) (refer note 43)	11,37,70,000	634.09	-	-
	12,54,04,499	2,099.00	61,22,688	780.03

*The Company has infused Rs. 700.00 million by way of subscription to the equity share capital of SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited) (SEMFI) during the year ended 31 March 2024. SEMFI has allotted 55,11,811 equity shares to the Company on 01 March 2024 on rights issue basis.

Current investment (Unquoted)

Carried at fair value through Statement of Profit and loss

Investment in Mutual fund (Liquid fund) Units of Face value of Rs 1000 each

- 72,616 units (previous year: nil) UTI Liquid Fund - Direct Plan Growth	287.41	-
- 50,153.01 units (previous year: nil) HSBC Liquid Fund-Direct Growth	120.67	-
	408.08	-

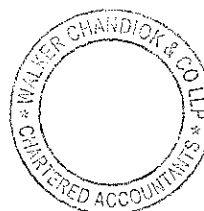
Aggregate book value of unquoted investments	405.31	-
Aggregate market value of unquoted investments	408.08	-
Aggregate value of impairment in value of investments	-	-

8. Other financial Assets

(At amortised cost)

	As at 31 March 2024		As at 31 March 2023	
	Rs. million		Rs. million	
Non-current:				
Security deposits	3.33	-		
Bank deposits more than 12 months	-	120.00		
Derivative instrument-call option asset (refer note 38)	41.00	-		
	44.33	120.00		
Current:				
Interest accrued on fixed deposits	5.24	0.69		
Deposit with banks held as margin money	69.53	-		
	74.77	0.69		

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SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

9. a) Deferred tax assets (net)

	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
Deferred tax liability		
Impact of difference between tax depreciation and depreciation/ amortisation charged in books	0.22	0.22
	<u>(0.22)</u>	<u>(0.22)</u>
Deferred tax assets		
Unabsorbed depreciation	0.05	0.05
Carried forward business loss	2.07	2.07
Pre-incorporation expenses	2.82	2.82
	<u>4.94</u>	<u>4.94</u>
Net deferred tax (liability)/ assets*	<u>4.72</u>	<u>4.72</u>

*On account of lack of virtual certainty of future taxable income, deferred tax asset has not been recognised during the year ended 31 March 2024.

10. Other non-current assets

(Unsecured, considered good unless stated otherwise)

	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
i) Capital advances	47.73	-
ii) Balance with government authorities	1.17	0.51
	<u>48.90</u>	<u>0.51</u>

11. Other current assets

(Unsecured, considered good unless stated otherwise)

i) Balance with government authorities	72.28	2.09
ii) Prepaid expenses	0.12	-
iii) Other assests	6.21	-
	<u>78.61</u>	<u>2.09</u>

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SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

12. Inventories

(valued at lower of cost or net realisable value)

	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
Raw material and components (includes in transit Rs. 1.00 million (previous year: Rs. nil million))	2.02	-
Work-in-progress (includes in transit Rs. nil million (previous year: Rs. nil million))	0.01	-
Stores and spares (includes in transit Rs. nil million (previous year: Rs. nil million))	4.06	-
Loose tools	0.57	-
	<u>6.66</u>	<u>-</u>

13. Trade receivables

	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
Current		
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured*	4.78	-
Receivable which have significant increase in credit risk	-	-
Credit impaired	-	-
	<u>4.78</u>	<u>-</u>

* There is no trade receivable which have significant increase in credit risk.

*No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person.

*Trade receivables includes Rs.1.14 million (previous year: Rs nil million) due to related parties (refer note 31).

Trade receivable ageing as at 31 March 2024 is as under:

Particulars	Unbilled dues	Not due	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 months - 1 year	1-2 years years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	-	4.78	-	-	-	-	4.78	
(ii) Undisputed trade receivables --which have significant increase in credit risk	-	-	-	-	-	-	-	
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-	
(iv) Disputed trade receivables–considered good	-	-	-	-	-	-	-	
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-	
Total	-	4.78	-	-	-	-	4.78	

14. Cash and cash equivalents and other bank balances

	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
i) Cash and cash equivalents		
Cash on hand	-	-
- current accounts	5.04	10.03
	<u>5.04</u>	<u>10.03</u>
ii) Other bank balances		
- Deposits with banks , with original maturity more than 3 months but less than 12 months	70.00	65.00
	<u>70.00</u>	<u>65.00</u>
	<u>75.04</u>	<u>75.03</u>



SPR Engenious Limited
Notes to the financial statements for the year ended 31 March 2024

15. Equity share capital

	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
Authorised Shares		
35,49,00,000 equity shares of Rs. 10 each (previous year 12,49,00,000 equity shares of Rs. 10 each)	3,549.00	1,249.00
1,00,000 preference share of Rs.10 each (previous year 1,00,00,000 equity shares of Rs. 10 each)	1.00	1.00
	<u>3,550.00</u>	<u>1,250.00</u>
a. Issued, subscribed and fully paid up shares		
35,00,00,000 equity shares of Rs. 10 each (previous year 12,00,00,000 equity shares of Rs. 10 each)	3,500.00	1,200.00
	<u>3,500.00</u>	<u>1,200.00</u>

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to dividend and one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

c. Reconciliation of numbers of shares outstanding at the beginning and at the end of reporting year

Authorised equity capital	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Rs. million	No. of shares	Rs. million
Opening balance	12,49,00,000	1,249.00	-	-
Increase during the year	23,00,00,000	2,300.00	12,49,00,000	1,249.00
Closing balance	<u>35,49,00,000</u>	<u>3,549.00</u>	<u>12,49,00,000</u>	<u>1,249.00</u>
Authorised preference share capital	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Rs. million	No. of shares	Rs. million
Opening balance	1,00,000	1.00	-	-
Increase during the year	-	-	1,00,000	1.00
Closing balance	<u>1,00,000</u>	<u>1.00</u>	<u>1,00,000</u>	<u>1.00</u>
Issued equity capital	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Rs. million	No. of shares	Rs. million
Opening balance	12,00,00,000	1,200.00	-	-
Add: Issued during the year*	23,00,00,000	2,300.00	12,00,00,000	1,200.00
Closing balance	<u>35,00,00,000</u>	<u>3,500.00</u>	<u>12,00,00,000</u>	<u>1,200.00</u>

*During the current year, the Company has issued 23,00,00,000 equity shares to the Holding Company.

d. Details of equity shareholders holding more than 5% shares in the Company

Equity shares of Rs. 10 each fully paid	As at 31 March 2024		As at 31 March 2023	
	No. of shares	% shareholding	No. of shares	% shareholding
Shriram Pistons & Rings Limited *	35,00,00,000	100.00	12,00,00,000	100.00

* including nominee shareholders

e) Details of shares held by promoters at the end of the year

Name of promoter	As at 31 March 2024			As at 31 March 2023		
	No. of shares	% shareholding	% Change during the year	No. of shares	% shareholding	% Change during the year
Shriram Pistons & Rings Limited *	35,00,00,000	100.00	-	12,00,00,000	100.00	-

* including nominee shareholders

f) The Company has not issued any bonus shares nor there has been any buyback of shares nor any shares has been allotted as fully paid up pursuant to contracts without payment being received in cash during the current year and preceding year.

16. Other equity

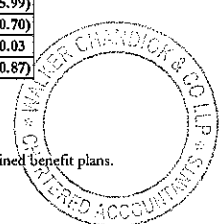
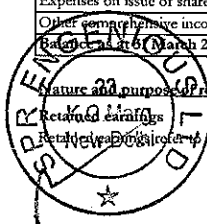
Rs. million

Particulars	Reserve and surplus		Total
	Retained earnings		
Balance as at 31 March 2022			-
Loss for the year		(5.82)	(5.82)
Expenses on issue of share capital (net of deferred tax)		(8.40)	(8.40)
Balance as at 31 March 2023		(14.22)	(14.22)
Loss for the year		(5.99)	(5.99)
Expenses on issue of share capital		(20.70)	(20.70)
Other comprehensive income for the year, net of tax		0.03	0.03
Balance as at 31 March 2024		(40.87)	(40.87)

Nature and purpose of reserve:

Retained earnings

Retained earnings consist of the net profit/(loss) retained by the Company for its core business activities. Also includes re-measurement gains or loss on defined benefit plans.



SPR Engenious Limited
Notes to the financial statements for the period ended 31 March 2024

17. Provisions

	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
Non-current		
Provision for compensated absences (refer note 32)	1.77	-
Provision for gratuity (refer note 32)	3.51	-
	<u>5.28</u>	<u>-</u>

Current

	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
Provision for compensated absences (refer note 32)	1.24	-
Provision for gratuity (refer note 32)	0.17	-
	<u>1.41</u>	<u>-</u>

18. Trade payables

	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
- Total outstanding dues of micro enterprises and small enterprises	0.41	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	38.49	7.47
	<u>38.90</u>	<u>7.47</u>

Particulars	Unbilled dues	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) MSME	-	0.40	0.01	-	-	-	0.41
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	-	13.26	25.23	-	-	-	38.49
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	-	<u>13.66</u>	<u>25.24</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>38.90</u>

Particulars	Unbilled dues	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) MSME	-	-	-	-	-	-	-
(ii) Disputed dues – MSME	-	-	-	-	-	-	-
(iii) Others	-	7.47	-	-	-	-	7.47
(iv) Disputed dues - Others	-	-	-	-	-	-	-
	-	<u>7.47</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>7.47</u>

Trade payable includes Rs. 3.69 million (previous year Rs. 0.03 million) due to related parties (refer note 31)

19. Other financial liabilities

(At amortised cost)

	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
Capital creditors	110.15	7.27
Payable on account of business acquisition (refer note 44)	-	55.00
Employee related payables	2.26	-
	<u>112.41</u>	<u>62.27</u>

20. Other liabilities

	As at 31 March 2024 Rs. million	As at 31 March 2023 Rs. million
Statutory dues	3.06	4.97
	<u>3.06</u>	<u>4.97</u>

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SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

21. Revenue from operations

	Year ended 31 March 2024 Rs. Million	Period ended 31 March 2023 Rs. Million
Sale of products	2.71	-
	<u>2.71</u>	<u>-</u>

Timing of revenue recognition:

Goods transferred at a point in time	2.71	-
--------------------------------------	------	---

Contract balances

There are no contract balance as at 31 March 2024 and 31 March 2023.

Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

	Year ended 31 March 2024 Rs. million	Period ended 31 March 2023 Rs. million
Revenue from contract with customer as per the contract price	2.85	-
Adjustments made to contract price on account of :-		
Less: Discounts	0.14	-
Revenue from contract with customers	<u>2.71</u>	<u>-</u>

Performance obligation

Information about the Company's performance obligation is summarised below:

Sale of products

Revenue from the sale of products is recognized upon transfer of control to customers.

22. Other income

	Year ended 31 March 2024 Rs. million	Period ended 31 March 2023 Rs. million
Interest income		
- Bank deposits*	11.72	5.15
- Foreign exchange fluctuation gain (net)	0.81	-
- Net gain on sale/fair valuation of current investment#	19.12	-
- Others*	0.01	-
	<u>31.66</u>	<u>5.15</u>

*Underlying assets on which income is recognised at amortised cost.

#Underlying assets on which income is recognised at fair value through profit and loss. Includes Rs. 2.77 million (previous year Rs. nil million) on account of fair valuation of investments.

23. Cost of material consumed

	Year ended 31 March 2024 Rs. million	Period ended 31 March 2023 Rs. million
Cost of raw material and components consumed	0.76	-
Cost of packing material consumed	0.03	-
	<u>0.79</u>	<u>-</u>

24. (Increase) / decrease in inventories of finished goods and work-in-progress

	Year ended 31 March 2024 Rs. million	Period ended 31 March 2023 Rs. million
Inventories at the end of the year		
Work-in-progress	0.01	-
Finished goods	-	-
	<u>0.01</u>	<u>-</u>
Inventories at the beginning of the year		
Work-in-progress	-	-
Finished goods	-	-
	<u>-</u>	<u>-</u>
(Increase) / decrease in inventories of finished goods and work-in-progress	<u>(0.01)</u>	<u>-</u>



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SPR Engenious Limited
Notes to the financial statements for the year ended 31 March 2024

25. Employee benefits expense

	Year ended 31 March 2024	Period ended 31 March 2023
	Rs. million	Rs. million
Salaries and wages	13.53	-
Contribution to provident and other funds	0.43	-
Staff welfare expenses	0.11	-
	<u>14.07</u>	<u>-</u>

26. Finance costs

	Year ended 31 March 2024	Period ended 31 March 2023
	Rs. million	Rs. million
Interest expense on lease liabilities	1.92	0.11
Interest expense on inter-corporate borrowings	1.65	0.25
	<u>3.57</u>	<u>0.36</u>

27. Depreciation and amortisation expense

	Year ended 31 March 2024	Period ended 31 March 2023
	Rs. million	Rs. million
- Depreciation on property, plant and equipment (refer note 3) *	3.90	-
- Depreciation on right of use assets (refer note 6)	2.86	0.17
- Depreciation on intangible assets (refer note 5)	0.02	-
	<u>6.78</u>	<u>0.17</u>

28. Other expenses

	Year ended 31 March 2024	Period ended 31 March 2023
	Rs. million	Rs. million
Stores and spares consumed	2.30	-
Rates and taxes	2.51	0.26
Auditor's remuneration (refer note 29)	0.47	0.20
Legal and professional expenses	4.31	11.83
Office and general administration expense	1.89	-
Travelling expenses	1.26	-
Rent (refer note 33)	0.34	-
Miscellaneous expenses	2.08	0.05
	<u>15.16</u>	<u>12.34</u>

29. Auditor's remuneration

(excluding goods and service tax, as applicable)

	Year ended 31 March 2024	Period ended 31 March 2023
	Rs. million	Rs. million
As auditor:		
- Audit fee	0.23	0.15
- Limited review	0.23	0.05
- Reimbursement of expenses	0.01	-
	<u>0.47</u>	<u>0.20</u>

30. Earnings per share

	Year ended 31 March 2024	Period ended 31 March 2023
Loss attributable to equity shareholders (Rs. million)	(5.96)	(5.82)
Weighted average number of equity shares (no. of shares)	19,32,60,274	4,57,37,433
Earnings per share		
- Basic (Rs.)	(0.03)	(0.13)
- Diluted (Rs.)	(0.03)	(0.13)



SPR Engenious Limited
Notes to the financial statements for the period ended 31 March 2024

31. Related party disclosure

As per Indian Accounting Standard – 24 the Company's related parties and transactions with them are disclosed below :

A. List of related parties:

Holding company	Shriram Pistons & Rings Limited
Subsidiary company	SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited) SPR Takahata Precision India Private Limited (w.e.f 16 October 2023) (formerly Takahata Precision India Private Limited)
Key management personnel	Shri Krishnakumar Srinivasan, Whole-time Director Shri Luv Deepak Shriram Smt Meenakshi Dass

B. Related party transactions

(i) Transactions during the year

Rs. million

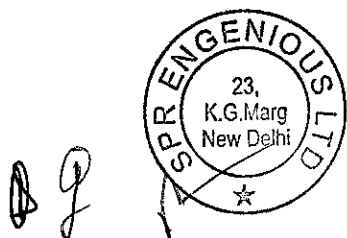
Particulars	Holding Company		Subsidiary		Total	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Share Capital allotment	2,300.00	1,200.00	-	-	2,300.00	1,200.00
Investment	-	-	1,318.97	780.03	1,318.97	780.03
Loan taken during period	148.40	15.00	-	-	148.40	15.00
Loan repaid during period	148.40	15.00	-	-	148.40	15.00
Interest paid on Inter-corporate loan	1.65	0.25	-	-	1.65	0.25
Amount paid for resources and facilities received	3.00	0.66	-	-	3.00	0.66
Amount paid towards re-imbusement of expenses	5.53	0.03	-	-	5.53	0.03
Amount received towards re-imbusement of expenses	-	-	1.14	-	1.14	-
Amount paid towards marketing commission	0.03	-	-	-	0.03	-
Amount paid towards lease rental	0.26	-	-	-	0.26	-
Purchase of goods/capital goods	5.46	-	-	-	5.46	-
Purchase of right-of-use assets	-	259.74	-	-	-	259.74

(ii) Balances due from/to the related parties

Particulars	Holding Company		Subsidiary		Total	
	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023
Amount payable/(recoverable)	3.69	0.03	(1.14)	-	2.55	0.03

Note :

All the transaction with the related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and will be settled in cash. No expenses has been recognized in the current year in respect of bad or doubtful debts/advances and further no specific provision for doubtful debts/advances has been made in respect of outstanding balances.



SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

32. Employee benefits

The Company has classified the various employee benefits as under :

i) Defined contribution plans

The Company has recognised the following amount in the statement of profit and loss:

	Year ended 31 March 2024	Period ended 31 March 2023
	Rs. million	Rs. million
Employers' contribution to provident fund	0.31	-
	<u>0.31</u>	<u>-</u>

ii) Defined benefit plans - Gratuity

In accordance with Ind AS 19, actuarial valuation of defined benefit plans was done for gratuity and details of the same are given below :

Particulars	Year ended 31 March 2024	Period ended 31 March 2023
	Rs. million	Rs. million
Amount recognized in statement of profit and loss		
Current service cost	0.08	-
Net Interest cost on defined benefit/ liability	0.04	-
Total expense recognised in the Statement of Profit and Loss	<u>0.12</u>	<u>-</u>
Actual contribution and benefit payments for the year		
Actual benefit payments	-	-
Actual contributions	-	-
	<u>-</u>	<u>-</u>
Net asset / (liability) recognised in the Balance Sheet		
Present value of defined benefit obligation	3.68	-
Fair value of plan assets	-	-
Funded status [surplus / (deficit)]	(3.68)	-
Net asset / (liability) recognised in the Balance Sheet	<u>(3.68)</u>	<u>-</u>

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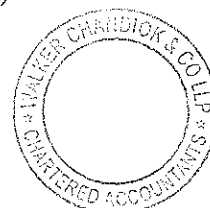


SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

	Year ended 31 March 2024	Period ended 31 March 2023
	Rs. million	Rs. million
Change in defined benefit obligations (DBO) during the year		
Present value of defined benefit obligations at beginning of the year	-	-
Current service cost	0.08	-
Interest cost	0.04	-
Remeasurement of defined benefit obligations (Actuarial (gains)/losses)		
- Changes in demographic assumptions	-	-
- Changes in financial assumptions	-	-
- Experience variance	(0.03)	-
Benefits paid	-	-
Transfer in	3.59	-
Present value of defined benefit obligations at the end of the year	3.68	-
Provision for gratuity		
Non-current	3.51	-
Current	0.17	-
Change in fair value of plan assets during the year		
Plan assets at beginning of the year	-	-
Expected return on plan assets	-	-
Contributions	-	-
Actuarial gain / (loss)	-	-
Return on Plan assets excluding amount recognised in net interest expenses	-	-
Benefits paid	-	-
Plan assets at the end of the year	-	-
Actual return on plan assets	-	-
Amount recognised in other comprehensive income		
Actuarial (gains)/ losses		
- Changes in demographic assumptions	-	-
- Changes in financial assumptions	-	-
- Experience variance	(0.03)	-
(Return)/loss on plan assets, excluding amount recognized in net interest expense	-	-
	(0.03)	-

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SPR Engenious Limited
Notes to the financial statements for the year ended 31 March 2024

Actuarial assumptions for gratuity	Year ended 31 March 2024
Discount rate	7.15%
Salary escalation	9.00%
Attrition/ withdrawal rate	5 %, p.a.
Mortality table used	100% of IALM 2012-14

Estimate of the future salary increase is based on factors such as inflation, seniority, promotions, demand and supply in employment market.

Sensitivity Analysis for significant actuarial assumptions			Year ended 31 March 2024	
Particulars			Impact on liability	
			Increase	Decrease
			Rs. million	Rs. million
Discount Rate	+100 basis points	+100 basis points	-	0.37
	-100 basis points	-100 basis points	0.42	-
Salary Growth Rate	+100 basis points	+100 basis points	0.41	-
	-100 basis points	-100 basis points	-	0.36
Attrition Rate	+100 basis points	+100 basis points	-	0.10
	-100 basis points	-100 basis points	0.13	-
Mortality Rate*	+100 basis points	+100 basis points	-	(0.00)
	-100 basis points	-100 basis points	0.00	-

*Rounded off to zero

The sensitivity analysis has been determined based on possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis present above may not be representative of the actual change in the defined obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be co-related.

Risk factors in actuarial assumptions

Interest rate risk: The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.

Liquidity risk: This is the risk that the Company is not able to meet the short term gratuity payouts. This may arise due to non availability of enough cash/ cash equivalent to meet the liabilities or holding of illiquid assets not being sold in time.

Salary escalation risk: The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary use to determine the present value of obligation will have a bearing on the plan's liability.

Demographic risk: The Company has used certain mortality and attrition assumption in valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.

Asset liability mismatching or market risk: The duration of the liability is longer compared to duration of assets, exposing the Company to market risk for volatilities/ fall in interest rate.

Investment risk: The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.

The following payments are expected future cash flows to the defined benefit plan (undiscounted in future years):

	Year ended 31 March 2024
	Rs. million
Year 1	0.17
2 - 5 Years	0.75
6 -10 Years	1.22
More than 10 years	6.72

Regulatory framework/ governance / benefits under the plan:

The gratuity benefit is a post employment benefit. It is calculated at the terminal salary (Basic+VDA) at the time of separation of the employee according to the provisions of Payment of Gratuity Act, 1972.

iii) **Compensated absences**

	Year ended 31 March 2024	Year ended 31 March 2023
Present value of defined benefit obligation	3.01	-
Funded status [surplus / (deficit)]	(3.01)	-
Provision for compensated absences		
Non-current	1.77	-
Current	1.24	-

Provision for compensated absences

Non-current
Current



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SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

33. Leases :

The changes in the carrying value of right of use assets for the year ended 31 March 2024 are as follows:

Particulars	Rs. million
	Right-of-use asset
	Land
Balance as at 01 April 2022	-
Addition	280.77
Deletion	-
Amortisation of right-of-use asset	(0.17)
Balance as of 31 March 2023	280.60
Addition	-
Deletion	(1.93)
Amortisation of right-of-use asset	(2.86)
Balance as of 31 March 2024	275.81

The movement in lease liabilities during the year ended 31 March 2024 is as follows:

	Year ended 31 March 2024	Year ended 31 March 2023
	Rs. million	Rs. million
Balance at the beginning	21.10	-
Additions	-	21.10
Deletions	(1.92)	-
Finance cost accrued during the period	1.92	0.11
Payment of lease liabilities	(1.92)	(0.11)
Balance at the end	19.18	21.10

The break-up of current and non-current lease liabilities as of 31 March 2024 is as follows:

	Year ended 31 March 2024	Year ended 31 March 2023
	Rs. million	Rs. million
Current*	0.00	1.92
Non-current	19.18	19.18
Total	19.18	21.10

*Rounded off to zero.

The details of contractual maturities of lease liabilities on an undiscounted basis:

	Year ended 31 March 2024	Year ended 31 March 2023
	Rs. million	Rs. million
Less than one year	1.92	1.92
One to five years	9.59	7.67
More than five years	176.47	180.30
Total	187.98	189.89

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SPR Engenious Limited

Notes to the financial statements for the year ended 31 March 2024

The following are the amounts recognised in Statement of Profit or Loss:

	For the year ended 31 March 2024	Period ended 31 March 2023
	Rs. million	Rs. million
Depreciation expense of right of use assets	2.86	0.17
Interest expenses on lease liabilities	1.92	0.11
Expense relating to other than non-current leases (included in other expenses) #	0.34	-
Total amount recognised in Statement of Profit or Loss	5.12	0.28

Lease payments not recognised as a liability

The Company has elected not to recognise a lease liability for current leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The Company does not have any liability to make variable lease payments for the right-to-use the underlying asset recognised in the financials.

Total cash outflow for current leases for the year ended 31 March 2024 was Rs 0.34 million (31 March 2023 Rs nil million).

The Company's leasing activities by type and nature of right-of-use asset recognised on balance sheet is given below:-

	No. of right of use assets leased	Range of remaining term (in years)	Average remaining lease term
Land			
- 31 March 2024	1	3 to 99	97
- 31 March 2023	1	2 to 99	98

The Company does not face a significant liquidity risk with regard to its lease liabilities to meet the obligations related to lease liabilities as and when they fall due.

34. Capital and other commitments

	As at 31 March 2024	As at 31 March 2023
	Rs. million	Rs. million
Estimated amount of contracts remaining to be executed on capital account (net of advances).	93.72	2.89

The Company has other commitments, for purchase / sales orders which are issued after considering requirements as per operating cycle for purchase / sale of goods, employee benefits including union agreements in normal course of business. The Company does not have any other long term commitments or material non-cancellable contractual commitments, which may have a material impact on the financial statements.

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SPR Engenious Limited

Notes to the financial statements for the period ended 31 March 2024

35. Micro, Small and Medium enterprises as defined under the MSMED Act

The status of vendors under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is based on certificate submitted by vendors about their coverage under the provisions of MSMED Act, 2006.

	Year ended 31 March 2024	Period ended 31 March 2023
	Rs. million	Rs. million

Amount remaining unpaid to suppliers under MSMED as at the end of year

- Principal amount *	7.63	-
- Interest due thereon	-	-

Amount of payments made to suppliers beyond the appointed day during the year

- Principal amount	-	-
- Interest actually paid under section 16 of MSMED	-	-

Amount of interest due and payable for delay in payment (which has been paid but beyond the appointed day during the year) but without adding interest under MSMED

Interest accrued and remaining unpaid at the end of the year

- Interest accrued during the year
- Interest remaining unpaid as at the end of the year

Interest remaining disallowable as deductible expenditure under the Income-tax Act, 1961

*Includes capital creditors Rs. 7.22 million (previous year Rs. nil million)

36. Segment information

The Company is engaged in a single segment i.e. the business of "automotive components" from where it is earning its revenue and incurring expense. The operating results are regularly reviewed and performance is assessed by its Chief Operating Decision Maker (CODM). All the company's resources are dedicated to this single segment and all the discrete financial information is available for this segment.

Geographical information in respect of sale of products from customers is given below

	Year ended 31 March 2024	Period ended 31 March 2023
	Rs. million	Rs. million
Domestic	2.71	-
Export	-	-
	2.71	-

Notes:

- a) During the year ended 31 March 2024, three customer amounts to Rs 2.15 million (previous year: nil) represents 10% or more of the Companies' revenue from operations.

37. The Company is availing the exemption from consolidation of Financial Statements under Second Proviso to Rule 6 of Companies Account Rules, 2016 and paragraph 31 of IND AS-110. Financial statements prepared by the Company are separate Financial Statements.

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SPR Engenious Limited
Notes to the financial statements for the year ended 31 March 2024

38. Fair value measurement

The carrying value and fair value of financial instruments by categories as of 31 March 2024 are as under:

Rs. million

Particulars	Financial assets/ (financial liabilities) at fair value	Total carrying value	Total fair value
Financial assets/(financial liabilities)			
Investment in mutual fund	408.08	408.08	408.08
Derivative instrument-			
Call option asset	41.00	41.00	41.00
Total	449.08	449.08	449.08

The carrying value and fair value of financial instruments by categories as of 31 March 2023 are as under:

Rs. million

Particulars	Financial assets/ (financial liabilities) at fair value	Total carrying value	Total fair value
Financial assets/(financial liabilities)			
Investment in mutual fund	-	-	-
Call option asset	-	-	-
Total	-	-	-

ii) Fair value hierarchy

The Company uses the following hierarchy for determining and/or disclosing the fair value of financial instruments by valuation techniques:

The following is the basis of categorising the financial instruments measured at fair value into Level 1 to Level 3.

Level 1 - This level includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - This level includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - This level includes financial assets and liabilities, measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2024:

Particulars	As at 31 March 2024	Fair value measurement at end of the reporting period using		
		Level 1	Level 2	Level 3
Financial assets/(liabilities)				
Investment in mutual fund*	408.08	-	408.08	-
Derivative instrument-				
Call option asset**	41.00	-	41.00	-
Total	449.08	-	449.08	-

Fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of 31 March 2023

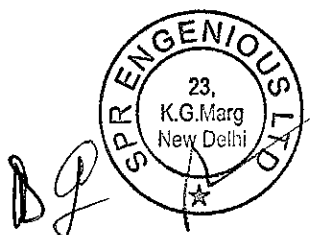
(Rs. million)

Particulars	As at 31 March 2023	Fair value measurement at end of the reporting period using		
		Level 1	Level 2	Level 3
Financial assets/(liabilities)				
Investment in mutual fund*	-	-	-	-
Derivative instrument-				
Call option asset**	-	-	-	-
Total	-	-	-	-

* The fair values are based on net asset value.

**The fair valuation of call option asset is based on the simulated EBITDA using Monte Carlo simulation.

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SPR Engenious Limited
Notes to the financial statements for the year ended 31 March 2024

iii) Financial assets and financial liabilities that are measured at amortised cost are :

(Rs. million)

Particulars	Carrying amount	
	As at 31 March 2024	As at 31 March 2023
Financial assets		
Trade receivables	4.78	-
Cash and cash equivalents	5.04	10.03
Other bank balances	70.00	65.00
Other financial assets	78.10	120.69
Financial liabilities		
Trade payables	38.90	7.47
Lease Liabilities	19.18	21.10
Other financial liabilities	112.41	62.27
The carrying value of above financial assets and financial liabilities approximate its fair value.		

39. Capital management

The Company's objective for managing capital is to ensure as under:

- i) Ensure the Company's ability to continue as a going concern
- ii) Maintain a strong debt equity and capital gearing ratio in order to support business and maximize the shareholders' value.
- iii) Maintain an optimal capital structure.
- iv) Compliance of financial covenants under the borrowing facilities.

For the purpose of capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company and net debt includes total liabilities, comprising interest bearing borrowings, excluding any dues to subsidiaries or group companies less cash and cash equivalents. The Company does not have any debt outstanding as on 31 March 2023 and 31 March 2024

40. Additional regulatory information

Particulars	Unit	Numerator	Denominator	Year ended 31 March 2024	Period ended 31 March 2024	Variations (%)
Current ratio*	Times	Total current assets	Total current liabilities	4.17	1.02	308%
Debt-equity ratio**	Times	Debt consist of borrowings	Total equity	-	-	-
Debt service coverage ratio***	Times	Earnings for debt service= Net profit after tax + depreciation + interest	Debt service = Interest and lease payments + principal repayments	1.22	(14.95)	-108%
Return on equity ratio#	%	Profit for the year	Average total equity	(0.26)	(0.49)	-47%
Inventory turnover ratio##	Times	Cost of goods sold	Average inventory	0.12	-	100%
Trade receivables turnover ratio###	Times	Sales of products	Average trade receivab	1.13	-	100%
Trade payables turnover ratio###	Times	Cost of material + other expenses	Average trade payable	0.69	1.65	-58%
Net capital turnover ratio##	Times	Sales of products	Average working capital (i.e total current assets less total current liabilities)	0.01	-	100%
Net profit ratio###	%	Profit for the year	Sales of products	(2.22)	-	100%
Return on capital employed#	%	Profit before tax and finance cost	Capital employed = Net worth + Debt	(0.07)	(0.62)	-89%
Return on investment*	%	Income generated from invested funds	Average invested funds in treasury investment	9.37	-	100%

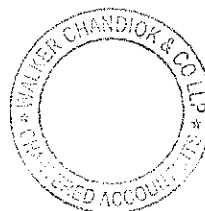
*The variance is majorly on account of increase in current investments as compared to the previous period.

**The Company doesn't have any borrowings as on 31 March 2024 and 31 March 2023 and hence the ratio is not applicable.

***The variance is majorly on account of principal repayments of leases during the previous period.

#The variance is majorly on account of share capital issued during the year.

The Company has commenced operations during the current year leading to variance in these ratios.



SPR Engenious Limited
Notes to the financial statements for the year ended 31 March 2024

41. Financial risk management

The Company's principal financial liabilities, comprise of loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables, and cash and cash equivalents that it derives directly from its operations. The Company also holds FVTPL current investments.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks under appropriate policies and procedures.

i) Market risk

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

a) Foreign exchange risk

The Company is exposed to foreign exchange risk through its sales and purchases from overseas in foreign currencies mainly in USD and JPY. The Company enters into derivative financial instruments such as foreign exchange forward contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations may be adversely affected as the rupee appreciates/ depreciates against these currencies.

Sensitivity

Each percentage point change in the foreign exchange rates has an impact on profit before tax as follows:

	Increase / (decrease)	
	As at 31 March 2024	As at 31 March 2023
	Rs. million	Rs. million
Exchange rate - increase in by 1%	(0.06)	-
Exchange rate - decrease by 1%	0.06	-

The Company's foreign currency risk from financial instruments are as under

Particulars	Currency	(Foreign currency million)					
		As at 31 March 2024			As at 31 March 2023		
		Total	Hedged	Net	Total	Hedged	Net
Trade payables	USD	0.05	-	0.05	-	-	-
	JPY	4.28	-	4.28	-	-	-

b) Interest rate 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 exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings. To manage this, the Company enters into cross currency interest rate swaps, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

The Company is not exposed to any significant /material interest rate risk.

ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Credit risk is managed by Company's established policy, procedures and control relating to customer credit risk management.

Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. The Company uses expected credit loss model to assess the impairment loss and makes an allowance for doubtful debts using expected credit loss model on case to case basis. The Company doesn't have any expected credit loss as at 31 March 2024.

iii) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of inter-corporate borrowings. Liquidity risk is managed by Company's established policy & procedures made under liquidity risk management framework. The Company manages liquidity risk by maintaining adequate reserves, banking facilities, and reserve borrowing facilities, by continuously forecast and actual cash flows, and by matching the maturity profile of financial assets and liabilities.

The financial assets and liabilities have been appropriately disclosed in financial statements as current and non-current portion. The maturity period of financial assets and financial liabilities are as follows:

	As at 31 March 2024	As at 31 March 2023
	Rs. million	Rs. million
Less than 1 year		
-Trade payables	38.91	7.47
-Lease liabilities*	0.00	1.92
-Other financial liabilities	112.41	62.27
More than 1 year		
-Lease liabilities	19.18	19.18

*Rounded off to zero



SPR Engenious Limited
Notes to the financial statements for the year ended 31 March 2024

iv) Commodity price risk

Commodity price risk is the financial risk on the company's profitability upon fluctuations in the prices of commodities since they are primarily driven by external market forces. Sharp fluctuations in commodity prices can affect production costs, product pricing and earnings. This price volatility makes it imperative for an entity to manage the impact of commodity price fluctuations across its value chain to effectively manage its financial performance and profitability. To mitigate these risks, the company employs multiple levers, each chosen based on a cost benefit analysis and the extent of exposure to commodity price fluctuations. These include assessing the feasibility of passing any adverse fluctuations onto customers through price increases, continuously engaging in cost optimisation initiatives and process improvement exercises. The Company also explores options such as localizing imports/ implementing global sourcing strategies to ensure most cost effective sourcing. Based on the assessment by the Company and after factoring the ability to optimise costs and pass on prices to customers, no individual commodity is expected to have a significant adverse impact on the financial performance/profitability.

v) Other price risks

The Company has deployed its surplus funds into various financial instruments including units of mutual funds. The Company is exposed to NAV (net asset value) price risks arising from investments in these funds. The value of these investments is impacted by movements in interest rates, liquidity and credit quality of underlying securities.

42. The Company does not have any long term contracts for which there are any material foreseeable losses.

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SPR Engenious Limited

Notes to the financial statements for the period ended 31 March 2024

43. The Board of Directors of the Company in its meeting held on 08 February 2023 had approved acquisition of majority stake of 75% in SPR Takahata Precision India Private Limited (formerly Takahata Precision India Private Limited) (STPIPL). The definitive agreements in connection with the acquisition transaction were executed on 09 February 2023.

Further, on 14 October 2023 the Board of Directors of the company approved the amendment to the Share Purchase Agreement (SPA) and Shareholders' Agreement (SHA) dated 09 February 2023 in the form of addendums to the SPA and SHA. Accordingly, the Company acquired 62% stake in STPIPL on 16 October 2023

On 05 February 2024, the Company received Rs. 700.00 million from its Holding Company by way of subscription to equity share capital of the Company. Further, on 23 February 2024, the Company infused Rs. 700.00 million by way of subscription to equity share capital of SPR EMF Innovations Private Limited (formerly EMF Innovations Private Limited) (SEMFI). Accordingly, the Company's shareholding in SEMFI has increased from 51% to 66.42%.

44. Disclosure required under Sec 186(4) of the Companies Act 2013:

Particulars	As at	As at
	31 March 2024	31 March 2023
	Rs. million	Rs. million
Investments:		
Investments at the beginning of the year	780.03	-
Investments made during the period-SEMFI	700.00	780.03
Adjustments during the year - SEMFI*	(15.12)	-
Investments made during the period-STPIPL	675.09	-
Adjustments during the year - STPIPL**	(41.00)	-
Investments at the end of the year	2,099.00	780.03

*Rs. 55.0 million were held back in financial year 2022-23 which were to be paid to sellers as per terms of the Share Purchase Subscription Agreement. On 01 February 2024, Rs. 39.88 million paid to sellers after adjustment of Rs. 15.12 million on account of closing adjustments as per terms of Share Purchase Subscription Agreement. This has resulted into reduction in investments in SPR EMF Innovations Private Limited by Rs. 15.12 million.

** The Share Purchase Agreement executed between the Company and minority shareholders of STPIPL also includes a call option with SEL to buy remaining stake in STPIPL from the minority shareholders and a corresponding put option with the minority shareholders to ask the Company to purchase their shares during specified periods mentioned therein. Accordingly, the Company has recognised call option asset amounting to Rs. 41.00 million with respect to such options in accordance with the requirements of Ind AS 32, Financial Instruments Presentation.

45. The Company has no transaction with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

46. i) 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 or entity, including foreign entity ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (ultimate beneficiaries).

ii) The Company has received funds from its Holding Company (funding party) with the understanding that the Company shall invest in equity share of ultimate beneficiary identified by the Holding Company, as detailed below :

Name of the funding party	Date of receipt of funds from funding party	Amount funded by funding party (in Rs millions)	Name of ultimate beneficiary	(Rs. million)	
				Date of investment into ultimate beneficiary	Amount invested in ultimate beneficiary
Shriram Pistons & Rings Limited	10 October 2023	675.09	SPR Takahata Precision India Private Limited	16 October 2023	675.09
	05 February 2024	700.00	SPR EMF Innovations Private Limited	01 February 2024 01 March 2024	(15.12) 700.00

With regard to the above investments made during the year ended 31 March 2024 the Company has complied with the relevant provisions of applicable laws.

47. The Company doesn't have any contingent liabilities as at 31 March 2024 and 31 March 2023.

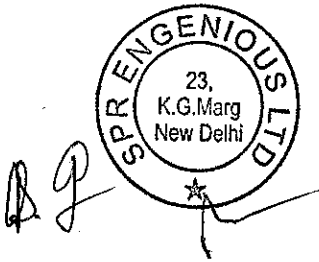


SPR Engenious Limited

Notes to the financial statements for the period ended 31 March 2024

48. The Company does not have 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).
49. No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
50. There are no charges or satisfaction yet to be registered with ROC beyond the statutory period.
51. The Company has not traded or invested in crypto currency or virtual Currency during the financial year.
52. The Company has commenced manufacturing operations on 27 March 2024, at its facility located at Pithampur, Madhya Pradesh.
53. The Company is not declared wilful defaulter by any bank or financial institution or government or any government authority
54. The company has complied with the number of layers as prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
55. Figures of previous year have been regrouped/ reclassified, wherever necessary, to correspond with the figures of the current period.
56. The financial statements were approved for issue by the Board of Directors of the Company on 13 May 2024.

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SPR Engenious Limited

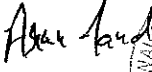
Notes to the financial statements for the period ended 31 March 2024

57. The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall only use such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such change were made and ensuring that the audit trail cannot be disabled. The new requirement is applicable with effect from the financial year beginning on 1 April 2023.

During the current year, the audit trail (edit logs) feature for any direct changes made at the database level was not enabled for the accounting software SAP ECC used for maintenance of books of account. However, the audit trail (edit log) at the application level for the accounting software were operating for all relevant transactions recorded in the software.

In terms of our report attached

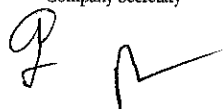
For Walker Chandiook & Co LLP
Chartered Accountants
Firm Registration No. 001076N/N500013


Arun Tandon
Partner
Membership no. 517278


Place : New Delhi
Date:13 May 2024



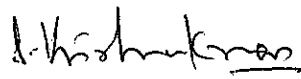

Pankaj Gupta
Company Secretary






Prem Prakash Rathi
Chief Financial Officer

For and on behalf of the Board of Directors


Krishnakumar Srinivasan
Whole Time Director
DIN : 00692717


Luv D. Shriram
Director
DIN : 00051065