

BOARDS' REPORT

Dear Members

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

1. FINANCIAL SUMMARY AND OPERATION HIGHLIGHTS:

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

(Amount in Millions)

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

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

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

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

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

3. DIVIDEND AND DIVIDEND DISTRIBUTION POLICY:

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

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

4. CORPORATE GOVERNANCE REPORT:

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

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

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

5. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

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

6. TRANSFER TO RESERVES:

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

7. CREDIT RATING

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

8. SHARE CAPITAL:

A. STATUS OF SHARES

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

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

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

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

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

C. CHANGE IN SHARE CAPITAL:

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

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

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

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

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

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

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

D. OTHER SECURITIES:

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

E. BUY BACK OF SECURITIES:

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

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

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

G. EMPLOYEE STOCK OPTION SCHEME:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

10. CHANGE IN NATURE OF BUSINESS OF THE COMPANY:

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

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

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

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

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

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

A. INDIAN WHOLLY OWNED SUBSIDIARY

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

Corporate information

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

Nature of business

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

Brief financial highlights

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

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

Corporate information

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

Nature of business

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

properties and business houses and other ancillary services.

Brief financial highlights

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

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

Corporate information

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

Nature of business

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

Brief financial highlights

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

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

1. SMARTWORKS SPACE PTE. LTD.

Corporate information

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

Nature of business

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

Brief financial highlights

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

C. ASSOCIATE COMPANY

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

Corporate information

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

Nature of business

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

Brief financial highlights

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

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

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

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

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

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

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

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

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

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

15. DETAILS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

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

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

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

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

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

16. DEPOSITS:

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

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

17. STATUTORY AUDITORS:

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

18. AUDITORS' REPORT:

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

19. SECRETARIAL AUDITORS AND ITS REPORT:

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

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

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

20. INTERNAL AUDITORS AND ITS REPORT :

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

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

21. SECRETARIAL AUDIT OF MATERIAL UNLISTED INDIAN SUBSIDIARY

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

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

22. WEBLINK OF ANNUAL RETURN OF THE COMPANY:

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

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

23. DETAILS OF THE BOARD MEETING:

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

24. COMMITTEES OF THE BOARD

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

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

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

25. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORTING (BRSR)

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

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

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

26. REVISION OF FINANCIAL STATEMENTS AND BOARD REPORT:

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

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

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

28. DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

31. FORMAL ANNUAL EVALUATION

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

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

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

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

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

32. DIRECTORS' RESPONSIBILITY STATEMENT

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

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

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

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

*the company listed on 17th July 2025.

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

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

FOREIGN EXCHANGE EARNINGS & OUTGO

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

34. WHISTLE BLOWER POLICY/ VIGIL MECHANISM POLICY

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

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

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

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

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

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

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

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

36. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURE

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

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

37. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

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

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

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

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

39. MAINTENANCE OF COST RECORDS AND COST AUDIT:

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

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

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

41. COMPLIANCE OF SECRETARIAL STANDARDS:

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

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

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

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

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

43. CORPORATE SOCIAL RESPONSIBILITY (CSR)

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

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

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

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

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

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

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

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

46. GREEN INITIATIVE

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

47. OTHER DISCLOSURES:

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

- E. In accordance with Regulation 32(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure of the Statement of Deviation(s) or Variation(s) is not applicable to the Company, as the Company was listed on the Stock Exchanges with effect from July 17, 2025.
- F. The Company does not have any shares in unclaimed suspense demat account

48. ACKNOWLEDGEMENT:

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

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

Neetish Sarda

Managing Director

DIN: 07262894

Date: 1st September 2025

Place: Delhi

Harsh Binani

Whole Time Director

DIN: 07717396

Date: 1st September 2025

Place: Gurugram

Annexure I

COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025**[As prescribed under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,

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

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

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

2. In my opinion and to the best of my information and according to the explanations given to me and the management representations letter of even date, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 and 27 and clauses (b) to (i) of Regulation 46(2) and paras C, D and E of Schedule V of the Listing Regulations, during the year ended on March 31, 2025.
3. The compliance of conditions of Corporate Governance is the responsibility of the management. My examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. I further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

BABU LAL PATNI

FCS No : 2304

C.P.No. : 1321

UDIN : F002304G001108464

P.R. No. : 1455/2021

Place: Kolkata

Dated: 1st September 2025

Annexure II

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

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

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

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

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

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

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

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

C. Details related to ESOP

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

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

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

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

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

Not applicable

iv) **Option movement during the year:**

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

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

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

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

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

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

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

Nil

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

Nil

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

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

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

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

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

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

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

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

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

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

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

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

Neetish Sarda

Managing Director

DIN: 07262894

Date: 1st September 2025

Place: Delhi

Harsh Binani

Whole Time Director

DIN: 07717396

Date: 1st September 2025

Place: Gurugram

Annexure III

FORM NO. AOC-1

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

PART A: SUBSIDIARIES

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

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

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

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

PART B: ASSOCIATES AND JOINT VENTURES
Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

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

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

For and on behalf of Smartworks Coworking Spaces Limited

Neetish Sarda
Managing Director
DIN: 07262894

Place: Delhi

Harsh Binani
Whole Time Director
DIN: 07717396

Place: Gurugram

Sahil Jain
Chief Financial Officer

Place: Gurugram

Punam Dargar
Company Secretary

Place: Kolkata

Date : 1st September 2025

Annexure IV

FORM NO. AOC 2

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

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

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

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

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

(In ₹ Millions)

Sl. No.	Particulars	Details
I		
(a)	Name of the related party & nature of relationship	Neetish Sarda Managing Director
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	BHHP59569R
(c)	Nature of contracts /arrangements /transactions	Appointment to any office or place of profit in the Company
(d)	Duration of the contracts/ arrangements/transactions	During the year
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Remuneration Paid: ₹ 18.08
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 18.08
(h)	Amount paid as advances, if any	NIL
II		
(a)	Name of the related party & nature of relationship	Harsh Binani Whole Time Director
(b)	CIN/FCRN/LLPIN/Foreign LLPIN or any other registration number of the related party; PAN/Passport for individuals	AXAPB0469K
(c)	Nature of contracts /arrangements /transactions	Appointment to any office or place of profit in the Company
(d)	Duration of the contracts/ arrangements/transactions	During the year
(e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Remuneration Paid: ₹ 18.08
(f)	Date(s) of approval by the Board, if any	10-04-2024
(g)	Actual/expected contractual amount of the contracts or arrangements or transaction	₹ 18.08
(h)	Amount paid as advances, if any	NIL

(In ₹ Millions)

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

(In ₹ Millions)

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

(In ₹ Millions)

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

(In ₹ Millions)

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

(In ₹ Millions)

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

For and on behalf of Smartworks Coworking Spaces Limited
Neetish Sarda

Managing Director

DIN: 07262894

Date: 1st September 2025

Place: Delhi

Harsh Binani

Whole Time Director

DIN: 07717396

Date: 1st September 2025

Place: Gurugram

Annexure V

FORM No MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[PURSUANT TO SECTION 204(1) OF THE COMPANIES ACT, 2013 AND RULE NO. 9 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014]

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

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

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

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

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

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

- a) *The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) *The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) *The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- f) *The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and
- h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- i) *The Securities and Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015 (herein after referred as SEBI LODR); and
- j) *Securities and Exchange Board of India (Depository and Participants) Regulations, 2018

*(Not applicable as the Company was an unlisted company as on 31st March, 2025)

- vi) Laws specifically applicable to the industry to which the Company belongs, as identified by the management:
 - a. Information Technology Act, 2000 (the "IT Act") and the rules made thereunder; and
 - b. Digital Personal Data Protection Act, 2023

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

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

I further report that

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

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

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

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

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

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

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

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

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

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

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

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

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

Name of Company
Secretary in Practice

Babu Lal Patni

FCS No : 2304

C.P. No : 1321

Place: Kolkata

Date: 19.08.2025

UDIN : F002304G1032498

PR : 1455/2021

Note:

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

ANNEXURE- A

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

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

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

Name of Company
Secretary in Practice

Babu Lal Patni

FCS No : 2304

C.P. No : 1321

UDIN : F002304G1032498

PR : 1455/2021

Place: Kolkata

Date: 19.08.2025

Annexure VI

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

(a) Conservation of Energy

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

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

Key Measures Implemented

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

and communities for broader adoption of sustainable practices.

Impact and Investment

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

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

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

(b) Technology Absorption

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

(i) The efforts made towards technology absorption:

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

• BMS – Building Management System:

In-house platform that centralizes building controls and data.

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

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

Smart metering & usage analytics:

Smart meters capture circuit-level energy consumption for monitoring and analysis; insights, combined with scheduling and

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

Compliance: Centralized storage of building compliance documents.

- **Ticketing – Support Ticket Tool:**

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

- **Workctrl – Client Mobile App**

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

- **CRM – Customer Relationship Management**

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

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

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

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

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

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

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

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

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

(iv) **the expenditure on Research & Development :**

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

For and on behalf of Smartworks Coworking Spaces Limited

Neetish Sarda

Managing Director

DIN: 07262894

Date: 1st September 2025

Place: Delhi

Harsh Binani

Whole Time Director

DIN: 07717396

Date: 1st September 2025

Place: Gurugram