ADMS & CO.
CHARTERED ACCOUNTANTS

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To,

The Board of Directors
Oravel Stays Limited
Ground Floor – 001,
Mauryansh Elanza,
Shyamal Cross Road,
Nr. Parekh Hospital, Satelite,
Ahmedabad, 380015
Gujarat, India

Dear Sirs,

Re: Certificate on conversion of financial statements of material subsidiaries into India Rupees.

Sub: Proposed initial public offering of equity shares of face value of Rs. 1 each ("Equity Shares") of Oravel Stays Limited ("Company" and such initial public offering, "Issue")

1. This certificate is issued in accordance with the terms of our engagement letter dated September 25, 2025 in context of the Issue.

2. At the request of the management of the Company, we have verified the financial statement of OYO Technology & Hospitality (China) Pte. Ltd. translated to Indian Rupees for the year ended March 31, 2023 as enclosed to this Certificate (hereinafter referred to as "Translated Financial Statements"), which is proposed to be uploaded on the website of Company in connection with the Issue. Translated Financial Statements includes Special purpose converted balance sheet as at 31 March 2023, Special purpose converted statement of profit and loss (including Other comprehensive income), Special purpose converted cash flow statement, Special purpose converted statement of changes in equity, Special purpose converted notes to financial statements including material accounting policy information and other explanatory information. Further, disclosures in the Translated Financial Statements are limited to the disclosures in the audited financial statements.

3. Our engagement was undertaken in accordance with the Standard on Related Services (SRS) 4400 ("SRS 4400") "Engagements to Perform Agreed-upon Procedures regarding Financial Information", issued by the Institute of Chartered Accountants of India.

4. We have performed following procedures:

   a) reviewed the audited financial statements of OYO Technology & Hospitality (China) Pte. Ltd. for the year ended March 31, 2023 ("Financial Statements"), prepared in accordance with the applicable law and Financial Reporting Standards in Singapore ("FRSs") as adopted by Singapore and the audit report reports issued thereon by VPK Assurance. ("Auditor");

   b) reviewed the Translated Financial Statements along with the underlying workings; and

   c) obtained and reviewed the exchange rates provided by the Management with the exchange rates available at the online portal; and

   d) reviewed necessary documents and received necessary clarifications and explanations from the relevant officers of the Company OYO Technology & Hospitality (China) Pte. Ltd.

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Management's Responsibility

5. The preparation of the Translated Financial Statements is the responsibility of the management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Translated Financial Statements and applying appropriate basis of preparation stated in Note-2.1 to the Translated Financial Statements; and making estimates that are reasonable in the circumstances.

6. The management of the Company is responsible for ensuring that the Translated Financial Statements complies with the provisions of the ICDR Regulations and the requirements under the Companies Act, 2013 and other applicable rules and regulations.

Practitioner's Responsibility

7. Pursuant to the requirements, it is our responsibility to provide a reasonable assurance whether:

   a) the Translated Financial Statements have been accurately converted from its functional currency i.e. United States Dollar (US$) to presentation currency i.e. Indian Rupees (INR) in accordance with Indian Accounting Standard (Ind AS) 21 "The Effect of Changes in Foreign Currency Rates" as notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended; and
   b) the Translated Financial Statements have been prepared in compliance with the ICDR Regulations.

8. The audited financial statements of OYO Technology & Hospitality (China) Pte. Ltd. as at the end of and for the year ended March 31, 2023, have been audited by VPK Assurance (the "Auditor"), on which the Auditor have issued an unmodified audit opinion vide their reports issued thereon dated February 28, 2025. The audit of these financial statements was conducted in accordance with the provisions of the Companies Act 1967 (the Act) and the Financial Reporting Standards in Singapore (FRSs) and applicable law.

   The Auditor has given the following paragraph in its Audit report :-

   "We draw attention to Note 1.b to the financial statements, which states that the financial statements have been prepared on a going concern basis as the ultimate holding company has agreed to provide continuing financial support to the Company to enable the Company to meet its obligations as and when they fall due. Our opinion is not qualified in respect of this matter".

9. Capitalized terms used herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Issue Documents.

10. We did not audit the Financial Statements and Translated Financial Statements of OYO Technology & Hospitality (China) Pte. Ltd. These Translated Financial Statements should not in any way be construed as a reissuance or re-dating of any previous audit reports, nor should these be construed as a new opinion on any of the Financial Statements.

11. We performed procedures in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

ADMS & CO. DELHI CHARTERED ACCOUNTANTS

12. We have complied with the relevant applicable requirements of the Code of Ethics and the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by Institute of Chartered Accountants of India.

Opinion

13. Based on our examination, as above, we are of the opinion that:

    a) the Translated Financial Statements have been accurately converted from its functional currency i.e. United States Dollar (US$) to presentation currency i.e. Indian Rupees (INR) in accordance with Indian Accounting Standard (Ind AS) 21 "The Effect of Changes in Foreign Currency Rates" as notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

    b) the Translated Financial Statements have been prepared in compliance with the ICDR Regulations;

Restriction on Use

14. This certificate has been prepared at the request of the Company for submission to the Book Running Lead Managers ("BRLMs") (namely, Axis Capital Limited, Citigroup Global Markets India Private Limited, Goldman Sachs (India) Securities Private Limited, ICICI Securities Limited, InCred Capital Wealth Portfolio Managers Private Limited, Intensive Fiscal Services Private Limited, JM Financial Limited and SBI Capital Markets Limited), and legal counsels (namely, S&R Associates domestic counsels to the Issue and Latham & Watkins international counsel to the Issue) appointed in connection with the Issue by the Company and is not to be considered for any other purpose except submission with the Stock Exchanges, the Securities and Exchange Board of India ("SEBI"), Registrar of Companies and any other regulatory or statutory authority in respect of the Issue and for the records to be maintained by the BRLMs in connection with the Issue and for upload on the website of the Company namely Oravel Stays Limited. This certificate may be relied on by the BRLMs, their affiliates and legal counsel in relation to the Issue and to assist the BRLMs in conducting and documenting their investigation and due diligence of the affairs of the Company in connection with the Issue. We do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing, which shall not be unreasonably withheld.

15. We undertake to immediately inform the BRLMs and legal counsel in case of any changes to the above until the date when the Equity Shares pursuant to the Issue commence trading on the Stock Exchanges. In the absence of any such communication from us till the Equity Shares commence trading on the stock exchanges, you may assume that there is no change in respect of the matters covered in this certificate.

16. We hereby consent to the submission of this report to any regulatory / statutory/ governmental authority, stock exchanges, any other authority as may be required.

For **A D M S & Co.**
Chartered Accountants
Firm Regn. No.: **014626C**
Peer Review Number: **018762**

ADMS & CO. DELHI CHARTERED ACCOUNTANTS

Varun Gaur
Partner
Membership No.: **514879**
UDIN: 25514879WLYHSK9263
Place: New Delhi
Date: December 19, 2025

OYO Technology & Hospitality (China) Pte. Ltd.
(Co Reg. No. 201730651E)
Special purpose converted balance sheet as at 31 March 2023
(Amount in INR million, unless stated otherwise)

	Notes	As at 31 March 2023
ASSETS		
Non-current assets		
Investment in subsidiaries	3	-
Current assets		
Other receivables	4	0.00
Cash at Bank	5	15.81
Total assets		**15.81**
EQUITY AND LIABILITIES		
Equity		
Ordinary share capital	6	69.21
Preference share capital	6A	43,167.30
Accumulated losses		(59,171.91)
Foreign Curreny transalation reserv		(645.52)
Share option reserve	7	25.93
		(16,554.99)
Non-current liabilities		
Borrowing	8	15,896.07
		15,896.07
Current liabilities		
Other payables	9	674.73
		674.73
Total liabilities		**16,570.80**
Total equity and liabilities		**15.81**
Summary of significant accounting policies	2.1	

The accompanying notes are an integral part of the special purpose converted financial statements

ADMS & Co
Chartered Accountants
ICAI Firm Registration No.: 014626C

per Varun Gaur
Partner
Membership No. 514879

Place: New Delhi
Date: 19 December, 2025

ADMS & CO. CHARTERED ACCOUNTANTS DELHI

For and on behalf of the Board of Directors of
OYO Technology & Hospitality (China) Pte. Ltd.

Rakesh Kumar
Authorised Signatory

Place: Gurugram
Date: 19 December, 2025

OYO Technology & Hospitality (China) Pte. Ltd.
(Co Reg. No. 201730651E)
Special purpose converted statement of profit and loss for the financial year ended 31 March 2023
(Amount in INR million, unless stated otherwise)

Particulars	Notes	For the year ended 31 March 2023
Income		
Revenue from operations		-
Total income (I)		-
Expenses		
Other expenses	10	34.83
Total expenses (II)		**34.83**
Profit/(loss) before tax		**(34.83)**
Income tax expense	11	-
Loss for the year		**(34.83)**
Other comprehensive income/(expense) to be reclassified to profit or loss in subsequent periods		
Exchange differences on translation of financial statements of foreign operations (net)		(1,337.92)
Total other comprehensive income, net of tax		**(1,337.92)**
Total comprehensive income for the year, net of tax		**(1,372.75)**
Summary of significant accounting policies	2.1	

The accompanying notes are an integral part of the special purpose converted financial statements

ADMS & Co
Chartered Accountants
ICAI Firm Registration No.: 014626C

per Varun Gaur
Partner
Membership No. 514879

Place: New Delhi
Date: 19 December, 2025

ADMS & CO. CHARTERED ACCOUNTANTS DELHI

For and on behalf of the Board of Directors of
OYO Technology & Hospitality (China) Pte. Ltd.

Rakesh Kumar
Authorised Signatory

Place: Gurugram
Date: 19 December, 2025

OYO Technology & Hospitality (China) Pte. Ltd.
(Co Reg. No. 201730651E)
Notes to special purpose converted cash flow statements for the financial year ended 31 March 2023
(Amount in INR million, unless stated otherwise)

		As at 31 March 2023
Cash flow from operating activities		
(Loss) / Profit before tax		(34.83)
Adjustments for		
Impairment loss on investment in subsidiaries		0.59
Exchange difference (net)		1.10
Operating loss before working capital changes		**(33.15)**
Other payables		59.39
Net cash used in operating activities	**(A)**	**26.24**
Cash flow from investing activities	**(B)**	-
Cash flow from financing activities		
Proceeds / repayment of borrowings		1,285.43
	(C)	**1,285.43**
Net decrease in cash and cash equivalent	**(A+B+C)**	**1,311.67**
Cash and cash equivalent at the beginning of the financial year		42.06
Effect of exchange rate change in cash and cash equivalent		(1,337.92)
Cash and cash equivalent at the beginning of the financial year		**15.81**
Components of cash & cash equivalents		
With banks:		
On currents accounts		15.81
Total cash & cash equivalents		**15.81**
Summary of significant accounting policies	2.1	

The accompanying notes are an integral part of the special purpose converted financial statements

ADMS & Co
Chartered Accountants
ICAI Firm Registration No.: 014626C

per Varun Gaur
Partner
Membership No. 514879

Place: New Delhi
Date: 19 December, 2025

ADMS & CO CHARTERED ACCOUNTANTS DELHI

For and on behalf of the Board of Directors of
OYO Technology & Hospitality (China) Pte. Ltd.

Rakesh Kumar
Authorised Signatory

Place: Gurugram
Date: 19 December, 2025

OYO Technology & Hospitality (China) Pte. Ltd.
(Co Reg. No. 201730651E)
Special purpose converted statement of change in equity for the financial year ended 31 March 2023
(Amount in INR million, unless stated otherwise)

	Ordinary share capital	Preference share capital	Accumulated losses	Foreign Curreny transalation reserv	Share options reserve	Total Equity
Balance at 1 April 2022	69.21	43,167.30	(59,137.08)	692.40	25.34	(15,182.82)
Share option reserve	-	-	-		0.59	0.59
Loss for the year	-	-	(34.83)		-	(34.83)
Total comprehensive loss for the year	-	-	-	(1,337.92)	-	(1,337.92)
Balance at 31 March 2023	**69.21**	**43,167.30**	**(59,171.91)**	**(645.52)**	**25.93**	**(16,554.99)**

Summary of significant accounting policies 2.1
The accompanying notes are an integral part of the special purpose converted financial statements

ADMS & Co
Chartered Accountants
ICAI Firm Registration No : 014626C

per Varun Gaur
Partner
Membership No. 514879

Place: New Delhi
Date: 19 December, 2025

ADMS & CO. CHARTERED ACCOUNTANTS DELHI

For and on behalf of the Board of Directors of
OYO Technology & Hospitality (China) Pte. Ltd.

Rakesh Kumar
Authorised Signatory

Place: Gurugram
Date: 19 December, 2025

1 (A) General

OYO Technology And Hospitality (China) Pte. Ltd. (the Company) is incorporated and domiciled in Singapore with its registered office and principal place of business at 72 Circular Road, #02-01 Singapore 049426.

The principal activities of the Company includes investment holding and supporting China entities engaged in hospitality service business.

There have been no significant changes in the nature of these activities during the financial year.

Holding company

The Company is a subsidiary of "Oravel Stays Singapore Pte. Ltd." incorporated in the Republic of Singapore. Its ultimate holding company is "Oravel Stays Limited", a company incorporated in India.

Subsidiaries

Refer to Note 3 to the financial statements for details of the subsidiaries and their principal activities.

1 (B) Going Concern

The Company incurred a loss after tax of US$ 434,079 during the financial year ended March 31, 2023 and as of that date, the Company's current liabilities exceeded its current assets by US$ 8,020,319 and the total liabilities of the Company exceeded its total assets by US$ 201,513,079. The Company is not in position to pay off its Borrowings due to ongoing liquidity crisis faced by it. The financial statements have been prepared on a going concern basis on the basis of the Ultimate Holding Company undertaking to provide continuing financial support to the Company. In the event that there is no continued financial support, the going concern basis would be invalid and provision would have to be made for any loss on realisation of the Company's assets and further costs, which might arise. The directors are satisfied that continuing financial support from the ultimate holding company will be available when required.

2 Material accounting policy information

2.1 Basis of preperation

These financial statements of the Company comprises of the Special purpose converted Balance Sheet as at March 31, 2023, Special purpose converted Statement of Profit and Loss statement ,Special purpose converted Cash Flow Statement and Special purpose converted Statement of changes in Equity for the year ended March 31, 2023 and accounting policies and explanatory notes (collectively referred to as "Financial Statements").

The audited financial statements of OYO Technology & Hospitality (China) Pte. Ltd. for year ended March 31, 2023 having audit report signed on February 28, 2025 respectively.

These financial statements have been translated by the Company in Indian Rupees (INR) in accordance with Indian Accounting Standard (Ind AS) 21 "The Effect of Changes in Foreign Currency Rates" as notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended. These financial statements are translated into INR for the sole purpose of uploading the same on the website of Oravel Stays Limited ("The Holding Company) in compliance with Schedule VI Part A Item No. (11)(1)(A)(h)(ii) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") for the proposed Initial Public Offer ("IPO") of Oravel Stays limited (the 'Group company' or the "Holding Co") in India.

The financial statements of the company have been drawn up in accordance with the provisions of Companies Act 1967 (Act) and company's articles of incorporation.

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Indian Rupees (INR) and are rounded off to Million in INR.

The financial statements of the Company have been prepared on the basis that it will continue to operate as a going concern.

2.2 Foreign currency transactions and balances

Transactions in foreign currencies are converted in INR and are recorded on initial recognition in the functional currency at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss.

2.3 Cash and cash equivalents

Cash and cash equivalents comprise cash at banks which are subject to an insignificant risk of changes in value.

2.4 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, (or, where applicable, when an annual impairment testing for an asset is required), the Company makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses are recognised in profit or loss.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

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2.5 Financial instruments

Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

2.6 Subsequent measurement

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the contractual cash flow characteristics of the asset.

The three measurement categories for classification of debt instruments are amortised cost, fair value through other comprehensive income (FVOCI) and FVPL.

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets measured at FVOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

2.7 Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in fair value in other comprehensive income which will not be reclassified subsequently to profit or loss. Dividends from such investments are to be recognised in profit or loss when the Company's right to receive payments is established. For investments in equity instruments which the Company has not elected to present subsequent changes in fair value in other comprehensive income, changes in fair value are recognised in profit or loss.

2.8 Derecognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

2.9 Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at FVPL, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at FVPL are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

The Company's relevant financial assets category are financial assets at amortised cost.

2.10 Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment which could affect debtors' ability to pay.

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The Company considers a financial asset in default when contractual payments are 60 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities representing the obligations to make lease payments and right-of-use assets representing the right to use the underlying leased assets.

2.11 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.12 Borrowing cost

All borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss in the period in which they are incurred.

2.13 Taxes

a. Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authority. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

b. Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax liabilities are recognised for all temporary differences, except:

a) where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

b) in respect of taxable temporary differences associated with interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

2.14 Share capital

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.15 Contingencies

A contingent liability is:

(a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or

(b) a present obligation that arises from past events but is not recognised because:
(i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
(ii) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

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2.16 Related parties

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Company if that person:
(i) Has control or joint control over the Company;
(ii) Has significant influence over the Company; or
(iii) Is a member of the key management personnel of the Company or of a parent of the Company.

(b) An entity is related to the Company if any of the following conditions applies:
(i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others.
(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
(iii) Both entities are joint ventures of the same third party.
(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
(v) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
(vi) The entity is controlled or jointly controlled by a person identified in (a);
(vii) A person identified in (a) (i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

2.17 Significant accounting judgements and estimates

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

(a) Determination of functional currency

In determining the functional currency of the Company, judgement is used by the Company to determine the currency of the primary economic environment in which the Company operates. Consideration factors include the currency that mainly influences sales prices of goods and services and the currency of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services.

(b) Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Investment in subsidiaries

Investment in subsidiaries is stated at cost less impairment loss, if any. In determining if there is any impairment, the management evaluates the market and economic environment in which the entities operate, the economic performance, the forecasted results, the net assets values, and the operating cash flow of these entities. The evaluation of these factors involves a significant degree of management judgement.

Provision for expected credit losses of receivables

The Company uses a provision matrix to calculate Expected Credit Losses (ECLs) for other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns. The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust historical credit loss experience with forward-looking information.

At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate.The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

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ADMS & CO. DELHI CHARTERED ACCOUNTANTS

(Amount in INR million, unless stated otherwise)

3. Investments in subsidiaries

	As at 31 March 2023
Unquoted equity investment, at cost	51,376.45
Less: impairment loss	(51,376.45)
Total	-

The details of the subsidiaries and step-down subsidiaries are as follows;

Nmae of subsidiaries	Country of incorporation and place of business	Principal activities	Ownership interest 2023	Cost of investment 2023
OYO Hospitality & Information Technology (Shenzhen) Co Ltd.	China	cfc	100%	18,895.26
OYO Hotel Management (Shanghai) Co. Ltd.*	China	Hospitality	100%	24,027.61
OYO Investment (Shanghai) Co. Ltd.	China	Hospitality	100%	8,453.57
OYO Enterprise Service (Shanghai) Co. Ltd.	China	Hospitality	100%	-
Beijing Jiayoulewan Technology Co. Ltd.	China	Hospitality	100%	-
				51,376.45

The subsidiaries are audited by other firm of respective auditors.
*This includes share option expense given to subsidiaries employees amounting to INR 25.92 ($0.37 million). Refer note 7 to the financial statements.

4. Other receivables

	As at 31 March 2023
Non-current assets	
Loan to subsidiaries	
Balance at beginning of the year	13,793.54
Allowance for impairment loss	(13,793.54)
	-
Movement in allowance accounts:	
At the beginning of the year	13,793.54
Impairment during the year	-
At end of the year	**13,793.54**
Current assets	
Amount due from related parties	
Balance at beginning of the year	122.08
Allowance for impairment loss	(122.08)
	-
Movement in allowance accounts:	
At the beginning of the year	122.08
Impairment during the year	-
At end of the year	**122.08**
Amount due from related company	
Balance at beginning of the year	0.38
Allowance for impairment loss	(0.38)
	-

ADMS & CO. DELHI CHARTERED ACCOUNTANTS

(Amount in INR million, unless stated otherwise)

Movement in allowance accounts:	
At the beginning of the year	0.38
Impairment during the year	-
At end of the year	**0.38**
Interest receivable*	**0.00**
Total	**0.00**

***Amount below the rounding of norms adopted by the company**

Loans to subsidiaries were given in various tranches at interest rate of 7% per annum. The original tenure was 2 years and extended further 2 years with maturity date to October 9, 2023. As of March 31, 2023, loan interest of INR 3,106.86 million ($ 37,82 million), is not accrued in view of the recoverability.

The amount due from subsidiaries and related company was unsecured and interest free.

5. Cash at Bank

	As at 31 March 2023
Cash at banks	15.81
Short-term deposit	-
Total	**15.81**

(Amount in INR million, unless stated otherwise)

6. Ordinary share capital

	As at 31 March 2023	
	No of shares	In INR
Issued and fully paid-up ordinary share capital		
Ordinary Share capital	1,000,001	69.21
	1,000,001	**69.21**

Ordinary share having face value @$1 converted @ INR 69.21 per USD.

The holders of ordinary shares are entitled to receive dividend as and when declared by the Company. All ordinary shares carry one vote per share without restriction and have no par value.

Issued and fully paid-up preference share capital

	As at 31 March 2023	
	No of shares	In INR
Issued and fully paid-up ordinary share capital		
Ordinary Share capital	1,200,000	43,167.30
	1,200,000	**43,167.30**

Preference share having face value @$1 converted @ INR 72.33 per USD.

***Note** - net of share issue expenses amounting to INR 229.51 million ($ 3.17 million) from the total share capital of the Company.

Each holder of preference share are entitled to convert the share into ordinary shares on a 1:1 basis at any time at the option of the holder of the preference share or subject to the compliance of applicable laws, each preference share automatically be converted into ordinary share, in connection with an IPO (or any subsequent public offering of equity securities of the Company) on a date prior to the filing of a prospectus (or equivalent document by whatever name called) by the Company to the competent authority or such later date as may be permitted under applicable laws.

The preference share shall be converted into ordinary shares at the conversion price which shall be initial subscription price of preference share. Subject to the applicable laws, the preference share holder shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders of the Company (including the ordinary shares). Each preference share shall entitle the holder to the number of votes equal to the number of whole or fractional ordinary shares into which such preference share could then be converted.

In the event of the liquidation of the Company, total proceeds from the such liquidation, shall be distributed prior to and in preference to any other shareholder.

If the amount available for distribution to the shareholders are in-sufficient to pay the amount as stated above, the entire available proceeds would be allocated and distributed among the shareholders in proportion to the amount entitled to each such shareholder.

The holders of preference shares have the same voting rights as the holders of the ordinary shares.

The preference shares are not redeemable in any circumstances except in case of liquidation, on-satisfaction of specific conditions of shareholder subscription agreement or in a case where the Company has received order or similar document from a government authority determining that Company has conducted any business directly or indirectly which is in material breach of law and such order is not revoked within 6 months.

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ADMS & CO. CHARTERED ACCOUNTANTS DELHI

(Amount in INR million, unless stated otherwise)

7. Share option reserve

	As at 31 March 2023
Share option reserve	25.93
Total	**25.93**

Share option reserve

	As at 31 March 2023
Balance at the beginning of year	25.34
Add: Investment in subsidiary	0.59
Balance at the end of year	**25.93**

The Company provides share-based payment schemes to its employees and employees of subsidiaries.

Pursuant to the shareholding agreement entered on September 28, 2018, shareholders approved the stock option scheme for employees. The maximum aggregate numbers of shares that may be subject to the option is 178,378 under Employee stock options pool.

During the financial year, no stock options were granted to employees.

The contractual life (comprising the vesting period) of options granted during the prior year under the scheme is 1 year. The earlier years of granted options has 4 years of vesting schedule with quarterly grant option. There are no cash settlement alternatives.

Option can be exercised as per the vesting schedule, upon grant of the option and compliance with terms and conditions, after options have been vested (but not exercised/lapsed) for which no prior exercise has been made. Exercise period is 5 years.

Details of the share options outstanding are as follows:	**No of share option granted**
Outstanding at beginning of year	50,054
Granted during the year	-
Forfeited during the year	-
Outstanding at end of year	**50,054**
Number of shares vested and not exercised	41,143
Numbers of shares not vested	**8,911**

The exercise price ranges from US$1 to US$500.

ADMS & CO. DELHI CHARTERED ACCOUNTANTS

(Amount in INR million, unless stated otherwise)

8. Borrowings

	As at 31 March 2023
Non-current	
Unsecured (floating rate)	
Loan from holding company	6,037.67
Loan from related company	9,858.40
	15,896.07
Within 2 to 5 years	15,896.07

Loan from holding company and related company were given in various tranches. Interest rate is at 3 months LIBOR plus 125 basis points. Interest rate during the prior year ranged from 1.36% to 1.76% per annum and had repayment term of 2 years.

During the prior financial year, the repayment term was further extended for 2 years being repayable in full in tranches ranging from October 9, 2023 to August 10, 2024.

During the current financial year, the repayment term was further extended to be repayable in full to the holding company on April 2026 and to the related company on May 2026. Moratorium on interest payable has been extended until 31 March 2024 on both loans.

9. Other payables and accrual

	As at 31 March 2023
Advances from ultimate holding company	38.67
Advances from holding company	53.07
Advances from related company	8.22
Interest payable on loans	572.83
Sundry payables	0.49
Accrued expenses	1.45
	674.73

ADMS & CO. CHARTERED ACCOUNTANTS DELHI

OYO Technology & Hospitality (China) Pte. Ltd.
(Co Reg. No. 201730651E)
Notes to special purpose converted financial statements for the financial year ended 31 March 2023
(Amount in INR million, unless stated otherwise)

10. Other expenses

	For the year ended 31 March 2023
Legal and professional fees	33.14
Exchange difference (net)	1.10
Impairment loss on investment in subsidiaries	0.59
Bank charges	0.00
	34.83

11. Income tax expense

	For the year ended 31 March 2023
Loss before income tax	(34.83)
Tax at the rates applicable @ 17%	
Adjustments	
Non-deductible expenses	(5.92)
Effect of partial tax exemption and tax relief	5.92
Income tax expense recognised in profit or loss	-

There are no tax losses carried forward.
Deferred tax was not provided as there are no significant temporary differences.

ADMS & CO. * DELHI * CHARTERED ACCOUNTANTS

(Amount in INR million, unless stated otherwise)

12. Significant related party transaction

In addition to the information disclosed elsewhere in the financial statements, the following significant related party transactions between the Company and related parties were carried out on terms agreed between the parties during the financial year:

During the financial year, the Company entered into the following transactions;

	2023
Reimbursement from ultimate holding company	(2.18)
Management fee charged by related company	35.33

13. Financial risk management

(a) Categories of financial instruments

At the reporting date, the aggregate carrying amounts of financial assets at amortised cost and financial liabilities at amortised cost were as follows:

Financial assets measured at amortised cost	2023
Other receivables	0.00
Cash at banks	15.81
	15.81
Financial assets measured at amortised cost	
Other payable and accrual	674.73
Borrowing	15,896.07
Total financial liabilities	**16,570.80**

(b) Fair value measurement

Fair value hierarchy

The assets and liabilities measured at fair value are classified by the following level of fair value measurement hierarchy;

(i) Quoted price (unadjusted) in active markets for identical assets or liabilities (Level 1)

(ii) Input other than quoted price included within Level 1, that are observable for the asset or liability, either directly (i.e. as price) or indirectly (i.e. derived from prices) level 2, and

(iii) input for the assets and liabilities that are not based on observable market data (unobservable input) (Level 3)

There are no financial assets measured at fair value.

Assets and liabilities not measured at fair value

(i) Other receivables, cash and bank balances and other payables

The carrying amounts of these balances approximate their fair values due to the short-term nature of these balances.

(ii) Borrowings

Borrowings approximate their fair values as they are subject to interest rates close to market rate of interests for similar arrangements with financial institutions.

(c) Financial risk management

The Company's activities expose it to a variety of financial risks from its operations. The key financial risks include liquidity risk, credit risk and market risk (including interest rate risk, foreign currency risk and price risk).

The directors review and agree policies and procedures for the management of these risks, which are executed by the management team. It is, and has been throughout the current and previous financial year, the Company's policy that no trading in derivatives for speculative purposes shall be undertaken.

The following sections provide details regarding the Company's exposure to the abovementioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Company's exposure to these financial risks or the manner in which it manages and measures the risks.

ADMS & CO. CHARTERED ACCOUNTANTS DELHI

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. As of year-end, the current liabilities exceed the current assets. The Company does not anticipate any problems in obtaining additional funding from its ultimate holding company if the need arises.

The table below analyses the maturity profile of the Company's financial liabilities based on contractual undiscounted cash flows.

		Cash flows		
	Carrying amount	**Contractual cash flows**	**Less than 1 year**	**Within 2 to 5 years**
2023				
Financial assets				
-Other receivable	0.00	0.00	0.00	-
-Cash and bank balance	15.81	15.81	15.81	-
	15.81	**15.81**	**15.81**	-
Financial liabilities				
-Other payables	674.73	674.73	674.73	-
-Borrowing	15,896.07	15,896.07	-	15,896.07
Total financial liabilities	**16,570.80**	**16,570.80**	**674.73**	**15,896.07**

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss of the Company. The Company's exposure to credit risk arises primarily from other receivables and cash and bank balances.

The Company has adopted a policy of only dealing with creditworthy counterparties. The Company performs ongoing credit evaluation of its counterparties' financial condition and generally do not require a collateral.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Company has determined the default event on a financial asset to be when internal and/or external information indicates that the financial asset is unlikely to be received, which could include default of contractual payments due for more than 90 days past the credit due dates, or there is significant difficulty of the counterparty, or no future transactions with the Company.

Cash at banks are placed with credit worthy financial institutions.

Other receivables

The Company assessed the historical credit loss expense based on past due status, default in payments, trend of transactions, information of counterparties in the industry, the future outlook of the industry in which the counterparties operate in, and has identified that there has been significant increase in the credit risk since the initial recognition of the financial assets, and accordingly, the Company measured the impairment loss allowance using lifetime ECL for other receivables.

The carrying amounts of the Company's other receivables and cash at banks represent the Company's maximum exposure to credit risk. No other financial assets carry a significant exposure to credit risk.

Interest rate risk

The Company has no significant exposure to market risk for changes in interest rates because it has no interest-bearing borrowings with variable interest rates from any external sources. Its exposure only arises from loan from holding company and rela ted company, which are pegged to LI BOR rates.

Interest rate sensitivity

The Company has no significant exposure to market risk for changes in interest rates because it has no interest-bearing borrowings with variable interest rates from any external sources. Its exposure only arises from loan from holding company and related company, which are pegged to LIBOR rates and in respect of which the holding company and related company.

Foreign currency risk

The Company has no significant exposure to foreign currency risk as its transactions and balances are denominated in its functional currency, i.e. in United States Dollar.

As at financial year end, the carrying amount of monetary assets and liabilities denominated in currencies other than in United States Dollar are disclosed in the respective notes to the financial statements.

Any increase or decrease in foreign currencies rate against the United States Dollar will have only a minimal impact on the financial statements.

Price risk

The Company has no significant exposure to price risk.

Capital risk management

The management considers the capital of the Company to mainly consist of cash and cash equivalents and shareholders' equity. The management manages the capital to ensure the Company will be able to continue as a going concern while maximising the return to shareholders through optimisation of the capital.

14. These special purpose financial statemnets have been prepared solely for the limited purpose of facilitating the upload of these special purpose financial statements on the website of the Ultimate Holding Company in connection with the proposed initial Public offering ("IPO") in India.

These financial statements are not intended to be and do not constitute general purpose financial statements in accordance with the applicable financial reporting framework, and should not be used for any purpose other than stated above.

ADMS & Co
Chartered Accountants
ICAI Firm Registration No.: 014626C

per Varun Gaur
Partner
Membership No. 514879

Place: New Delhi
Date: 19 December, 2025

ADMS & CO. DELHI CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors of
OYO Technology & Hospitality (China) Pte. Ltd.

Rakesh Kumar
Authorised Signatory

Place: Gurugram
Date: 19 December, 2025