**Valletort Enterprises Pte Ltd**
**Registration Number: 198305864G**

Annual Report
Year ended 31 March 2024

# Directors' statement

We are pleased to submit this annual report to the member of the Company together with the audited financial statements for the financial year ended 31 March 2024.

In our opinion:

(a) the financial statements set out on pages FS1 to FS19 are drawn up so as to give a true and fair view of the financial position of the Company as at 31 March 2024 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date in accordance with the provision of the Companies Act 1967 and Financial Reporting Standards in Singapore; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has on the date of this statement, authorised these financial statements for issue.

## Directors

The directors in office at the date of this statement are as follows:

| | |
|---|---|
| Chin Lui Yen, Teresa | |
| Chithra Kandaswamy | |
| Hong Kok Meng | (Appointed on 2 May 2023) |
| Goyal Vivek | (Appointed on 19 April 2024) |

## Directors' interests

According to the register kept by the Company for the purposes of Section 164 of the Companies Act 1967 (the "Act"), particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and infant children) in shares, debentures, warrants and share options in the Company and in related companies are as follows:

| **Name of director and company in which interests are held** | **Holdings at beginning of the year/date of appointment** | **Holdings at end of the year** |
|---|---|---|
| **Ultimate holding company** | | |
| **The Bombay Burmah Trading Corporation Ltd** | | |
| Ordinary shares fully paid | | |
| Jayant Shripad Gadgil (resigned on 30 June 2023) | 750 | – |

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, debentures, warrants or share options of the Company, or of related companies, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

Neither at the end of, nor at any time, during the financial year, was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## Share options

During the financial year, there were:

(i) no options granted by the Company to any person to take up unissued shares in the Company; and

(ii) no shares issued by virtue of any exercise of option to take up unissued shares of the Company.

As at the end of the financial year, there were no unissued shares of the Company under options.

## Auditors

The auditors, KPMG LLP, have indicated their willingness to accept re-appointment.

On behalf of the Board of Directors

**Hong Kok Meng**
*Director*

**Chin Lui Yen, Teresa**
*Director*

10 May 2024

KPMG LLP
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# Independent auditors' report

Member of the Company
Valletort Enterprises Pte Ltd

## Report on the audit of the financial statements

*Opinion*

We have audited the financial statements of Valletort Enterprises Pte Ltd ('the Company'), which comprise the statement of financial position as at 31 March 2024, the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages FS1 to FS19.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act 1967 ('the Act') and Financial Reporting Standards in Singapore ('FRSs') so as to give a true and fair view of the financial position of the Company as at 31 March 2024 and of the financial performance, changes in equity and cash flows of the Company for the year ended on that date.

*Basis for opinion*

We conducted our audit in accordance with Singapore Standards on Auditing ('SSAs'). Our responsibilities under those standards are further described in the '*Auditors' responsibilities for the audit of the financial statements'* section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ('ACRA Code') together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Other information*

Management is responsible for the other information contained in the annual report. Other information is defined as all information in the annual report other than the financial statements and our auditors' report thereon.

We have obtained all other information prior to the date of this auditors' report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

*Responsibilities of management and directors for the financial statements*

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and FRSs, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Company's financial reporting process.

*Auditors' responsibilities for the audit of the financial statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.

- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

## Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

Kpmg LLP

**KPMG LLP**
*Public Accountants and*
*Chartered Accountants*

**Singapore**
10 May 2024

**Statement of financial position**
**As at 31 March 2024**

| | Note | 2024 | 2023 |
|---|---|---|---|
| | | $ | $ |
| **Assets** | | | |
| Investment | 4 | 221,453,917 | 194,912,816 |
| **Non-current asset** | | 221,453,917 | 194,912,816 |
| | | | |
| Cash and cash equivalents | | 196,310 | 198,467 |
| Prepayment | | 600 | – |
| **Current assets** | | 196,910 | 198,467 |
| | | | |
| **Total assets** | | 221,650,827 | 195,111,283 |
| | | | |
| **Equity attributable to owner of the Company** | | | |
| Share capital | 5 | 491,756 | 491,756 |
| Fair value reserve | 6 | 220,860,625 | 194,319,524 |
| Retained earnings | | 289,541 | 290,502 |
| **Total equity** | | 221,641,922 | 195,101,782 |
| | | | |
| **Liabilities** | | | |
| Accrued operating expenses | | 8,905 | 9,501 |
| **Current liabilities/Total liabilities** | | 8,905 | 9,501 |
| | | | |
| **Total equity and liabilities** | | 221,650,827 | 195,111,283 |

The accompanying notes form an integral part of these financial statements.

**Statement of profit or loss and other comprehensive income**
**Year ended 31 March 2024**

| | Note | 2024 $ | 2023 $ |
|---|---|---|---|
| Revenue | 7 | 3,250,725 | 2,804,373 |
| Foreign exchange loss | | (19,972) | (15,399) |
| Other operating expenses | | (11,434) | (10,358) |
| **Profit before tax** | | 3,219,319 | 2,778,616 |
| Tax expense | 8 | (487,609) | (420,656) |
| **Profit for the year** | | 2,731,710 | 2,357,960 |
| | | | |
| **Other comprehensive income** | | | |
| **Item that will not be reclassified to profit or loss:** | | | |
| Equity investments at FVOCI – net change in fair value | | 26,541,101 | 35,636,557 |
| | | | |
| **Total comprehensive income for the year** | | 29,272,811 | 37,994,517 |

The accompanying notes form an integral part of these financial statements.

**Statement of changes in equity**
**Year ended 31 March 2024**

| | Share capital $ | Fair value reserve $ | Retained earnings $ | Total $ |
|---|---|---|---|---|
| At 1 April 2022 | 491,756 | 158,682,967 | 173,966 | 159,348,689 |
| **Total comprehensive income for the year** | | | | |
| Profit for the year | – | – | 2,357,960 | 2,357,960 |
| **Other comprehensive income** | | | | |
| Net change in fair value of equity investments at FVOCI | – | 35,636,557 | – | 35,636,557 |
| Total comprehensive income for the year | – | 35,636,557 | 2,357,960 | 37,994,517 |
| **Transaction with owner, recorded directly in equity** | | | | |
| **Distribution to owner** | | | | |
| Interim one-tier tax exempt dividends of $448,285 per share | – | – | (2,241,424) | (2,241,424) |
| Total transaction with owner | – | – | (2,241,424) | (2,241,424) |
| At 31 March 2023 | 491,756 | 194,319,524 | 290,502 | 195,101,782 |
| At 1 April 2023 | 491,756 | 194,319,524 | 290,502 | 195,101,782 |
| **Total comprehensive income for the year** | | | | |
| Profit for the year | – | – | 2,731,710 | 2,731,710 |
| **Other comprehensive income** | | | | |
| Net change in fair value of equity investments at FVOCI | – | 26,541,101 | – | 26,541,101 |
| Total comprehensive income for the year | – | 26,541,101 | 2,731,710 | 29,272,811 |
| **Transaction with owner, recorded directly in equity** | | | | |
| **Distribution to owner** | | | | |
| Interim one-tier tax exempt dividends of $546,534 per share | – | – | (2,732,671) | (2,732,671) |
| Total transaction with owner | – | – | (2,732,671) | (2,732,671) |
| At 31 March 2024 | 491,756 | 220,860,625 | 289,541 | 221,641,922 |

The accompanying notes form an integral part of these financial statements.

**Statement of cash flows**
**Year ended 31 March 2024**

| | 2024 | 2023 |
|---|---|---|
| | $ | $ |
| **Cash flows from operating activities** | | |
| Profit for the year | 2,731,710 | 2,357,960 |
| Adjustments for: | | |
| Dividend income | (3,250,725) | (2,804,373) |
| Tax expense | 487,609 | 420,656 |
| | (31,406) | (25,757) |
| Change in prepayment | (600) | – |
| Change in accrued operating expenses | (596) | 55 |
| **Net cash used in operating activities** | (32,602) | (25,702) |
| | | |
| **Cash flows from investing activity** | | |
| Dividend received, net of tax | 2,763,116 | 2,383,717 |
| **Net cash from investing activity** | 2,763,116 | 2,383,717 |
| | | |
| **Cash flows from financing activity** | | |
| Dividends paid | (2,732,671) | (2,241,424) |
| **Net cash flow used in financing activity** | (2,732,671) | (2,241,424) |
| | | |
| **Net (decrease)/increase in cash and cash equivalents** | (2,157) | 116,591 |
| Cash and cash equivalents at 1 April | 198,467 | 81,876 |
| **Cash and cash equivalents at 31 March** | 196,310 | 198,467 |

The accompanying notes form an integral part of these financial statements.

# Notes to the financial statements

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on 10 May 2024.

## 1 Domicile and activities

Valletort Enterprises Pte Ltd (the "Company") is a company incorporated in Singapore. The address of the Company's registered office is at 3 Joan Road, Singapore 298897.

The principal activity of the Company is that of investment holding.

The Company's immediate and ultimate holding companies during the financial year were Associated Biscuits International Ltd (a company incorporated in United Kingdom) and The Bombay Burmah Trading Corporation Ltd (a company incorporated in India) respectively.

## 2 Basis of preparation

### 2.1 Statement of compliance

The financial statements have been prepared in accordance with Financial Reporting Standards in Singapore ("FRSs"). The changes to material accounting policies are described in note 2.5.

### 2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

### 2.3 Functional and presentation currency

These financial statements are presented in Singapore dollars, which is the Company's functional currency. All financial information are presented in Singapore dollars, unless otherwise stated.

### 2.4 Use of estimates and judgements

The preparation of the financial statements in conformity with FRS requires management to make judgements, estimates and assumptions about the future, including climate-related risks and opportunities, that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis and are consistent with the Company's risk management where appropriate. Revisions to accounting estimates are recognised prospectively.

There are no significant areas of critical judgements in the application of accounting policies that have significant effect on the amount recognised in the financial statements and assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

## 2.5 Changes in material accounting policies

**New accounting standards and amendments**

The Company has applied the following FRSs, amendments to and interpretations of FRS for the first time for the annual period beginning on 1 April 2023:

- FRS 117: *Insurance Contracts*
- Amendments to FRS 12: *Deferred tax related to Assets and Liabilities arising from a Single Transaction*
- Amendments to FRS 12: *International Tax Reform - Pillar Two Model Rules*
- Amendments to FRS 1 and FRS Practice Statement 2: *Disclosure of Accounting Policies*
- Amendments to FRS 8: *Definition of Accounting Estimates*

Other than the below, the application of these amendments to accounting standards and interpretations does not have a material effect on the financial statements.

**Material accounting policy information**

The Company adopted Amendments to FRS 1 and FRS Practice Statement 2: *Disclosure of Accounting Policies* for the first time in 2024. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The amendments require the disclosure of "material", rather than "significant", accounting policies. The amendments also provide guidance on the application of materiality to disclosure of accounting policies, assisting entities to provide useful, entity-specific accounting policy information that users need to understand other information in the financial statements.

Management reviewed the accounting policies and made updates to the information disclosed in note 3 - Material accounting policies (2023: Significant accounting policies) in certain instances in line with the amendments.

There is no impact to the comparative amounts as a result of changes in material accounting policies.

# 3 Material accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, except as explained in note 2.5, which addressed changes in material accounting policies.

## 3.1 Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on retranslation are recognised in profit or loss. However, foreign currency differences arising from the translation of an investment in equity securities designated as at fair value through other comprehensive income ("FVOCI") is recognised in other comprehensive income.

## 3.2 Financial instruments

### (i) Recognition and initial measurement

**Non-derivative financial assets and financial liabilities**

Trade receivables issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

### (ii) Classification and subsequent measurement

**Non-derivative financial assets**

On initial recognition, a financial asset is classified as measured at: amortised cost; or fair value through other comprehensive income ("FVOCI") – equity investment.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

***Financial assets at amortised cost***

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

***Equity investments at FVOCI***

On initial recognition of an equity investment that is not held-for-trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income ("OCI"). This election is made on an investment-by-investment basis.

**Financial assets: Business model assessment**

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held-for-trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

**Non-derivative financial assets: Assessment whether contractual cash flows are solely payments of principal and interest**

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

**Non-derivative financial assets: Subsequent measurement and gains and losses**

***Financial assets at amortised cost***

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

***Equity investments at FVOCI***

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

**Non-derivative financial liabilities: Classification, subsequent measurement and gains and losses**

Financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

**(iii) Derecognition**

**Financial assets**

The Company derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Transferred assets are not derecognised when the Company enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets.

**Financial liabilities**

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

**(iv) Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**(v) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand.

**(vi) Share capital**

*Ordinary shares*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with FRS 12.

## 3.3 Impairment

**(i) Non-derivative financial assets**

The Company recognises loss allowances for expected credit loss ("ECLs") on financial assets measured at amortised costs.

Loss allowances of the Company are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

***General approach***

The Company applies the general approach to provide for ECLs on all other financial instruments. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Company assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

The Company considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

***Measurement of ECLs***

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

***Credit-impaired financial assets***

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

***Presentation of allowance for ECLs in the statement of financial position***

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of these assets.

***Write-off***

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

**(ii) Non-financial assets**

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset exceeds its estimated recoverable amount.

The recoverable amount of an asset is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets.

Impairment losses are recognised in profit or loss.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## 3.4 Revenue

***Dividend income***

Dividend income is recognised when the right to receive payment is established which in the case of quoted securities is normally the ex-dividend date.

## 3.5 Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under FRS 37 *Provisions, Contingent Liabilities and Contingent Assets.*

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is not recognised for temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and at the time of the transaction (i) affects neither accounting nor taxable profit or loss and (ii) does not give rise to equal taxable deductible temporary differences.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

### 3.6 New standards and interpretations not adopted

A number of new standards and interpretations and amendments to standards are effective for annual periods beginning after 1 April 2023 and earlier application is permitted; however, the Company has not early adopted the new or amended standards and interpretations in preparing these financial statements.

The new FRSs, interpretations and amendments to FRSs are not expected to have a significant impact on the Company's financial statements.

## 4 Investments

| | **2024** | **2023** |
|---|---|---|
| | **$** | **$** |
| **Non-current investments** | | |
| Equity investments – at FVOCI | 221,453,917 | 194,912,816 |

The Company designated the investments shown below as equity investments as at FVOCI because these equity investments represent investments that the Company intends to hold for the long-term for strategic purposes.

| | **2024** | **2023** |
|---|---|---|
| | **$** | **$** |
| Quoted equity shares of a corporation listed on the Bombay Stock Exchange | | |
| At beginning of financial year | 194,912,816 | 159,276,259 |
| Fair value gain recognised in equity | 26,541,101 | 35,636,557 |
| At end of financial year | 221,453,917 | 194,912,816 |

Dividend income received from the investments is disclosed in note 7. No strategic investments were disposed of during 2024, and there were no transfer of any cumulative gain or loss within equity relating to these investments.

The Company's exposure to foreign currency and price risks, and fair value measurement, is disclosed in note 10.

## 5 Share capital

| | 2024 No. of shares | 2023 No. of shares |
|---|---|---|
| **Issue and fully paid ordinary shares, with no par value:** | | |
| At beginning and end of financial year | 5 | 5 |

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.

## 6 Fair value reserve

The fair value reserve relates to the cumulative net change in the fair value of equity investments designated at FVOCI. Fair value reserve is not distributable.

## 7 Revenue

| | 2024 $ | 2023 $ |
|---|---|---|
| Dividend income from quoted equity investment | 3,250,725 | 2,804,373 |

## 8 Tax expense

| | 2024 $ | 2023 $ |
|---|---|---|
| **Tax recognised in profit or loss** | | |
| Foreign tax suffered in the current year | 487,609 | 420,656 |

***Reconciliation of effective tax rate***

| | 2024 $ | 2023 $ |
|---|---|---|
| Profit before tax | 3,219,319 | 2,778,616 |
| | | |
| Tax using the Singapore tax rate of 17% (2023: 17%) | 547,284 | 472,365 |
| Tax exempt income | (552,623) | (476,743) |
| Non-deductible expenses | 5,339 | 4,378 |
| Foreign tax suffered in the current year | 487,609 | 420,656 |
| | 487,609 | 420,656 |

## 9 Significant related party transactions

***Key management personnel compensation***

None of the directors earned any directors' fees or other remuneration in respect of their appointments as directors of the Company during the current year and prior year. The directors are not paid directly by the Company but receive remuneration from the Company's holding company/ or related companies, in respect of their services to the larger group which includes the Company. No apportionment has been made as the services provided by these directors to the Company are incidental to their responsibilities to the larger group.

## 10 Financial risk management

***Overview***

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- price risk
- foreign currency risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital.

***Risk management framework***

Risk management is integral to the whole business of the Company. The Company has a system of controls in place to create an acceptable balance between the cost of risks occurring and the cost of managing the risks. The management continually monitors the Company's risk management process to ensure that an appropriate balance between risk and control is achieved.

***Credit risk***

Credit risk is the potential financial loss resulting from the failure of a customer or a counter party to settle its financial and contractual obligations to the Company, as and when they fall due.

As at reporting date, no significant credit risk arises. Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

The Company's maximum exposure to credit is represented by the carrying amount of each class of financial assets recognised in the statement of financial position.

*Cash and cash equivalents*

Cash at bank balances are placed with banks and financial institutions which are regulated. Impairment on cash and cash equivalent has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The amount of the allowances on cash and cash equivalents is negligible.

***Liquidity risk***

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by management to finance the Company's operations and to mitigate the effects of fluctuations in cash flows.

The expected contractual undiscounted cash outflows of accrued operating expenses are expected to be repaid and settled within one year.

***Price risk***

Price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instruments or its issuer or factors affecting all instruments traded in the market.

The Company has equity investments at FVOCI in equity securities and is exposed to price risk. These securities are listed in India. The Company is not exposed to commodity price risk.

*Sensitivity analysis*

If prices for the equity securities listed in India change by 10% with all other variables including tax rate being held constant, the impact on the fair value reserve will be as follows:

| | 2024 | | 2023 | |
|---|---|---|---|---|
| | **10% price increase $** | **10% price decrease $** | **10% price increase $** | **10% price decrease $** |
| Listed in India | 22,145,392 | (22,145,392) | 19,491,282 | (19,491,282) |

***Foreign currency risk***

The Company incurs foreign currency risk primarily on amounts due from intermediate holding company, cash and cash equivalents and equity investments at FVOCI that are denominated in currencies other than Singapore dollars. The currencies giving rise to this risk are primarily United States dollars ("USD") and Indian Rupees ("INR").

The Company's exposures to foreign currencies are as follows:

| | **USD $** | **INR $** |
|---|---|---|
| **2024** | | |
| Cash and cash equivalents | 196,308 | – |
| Equity investments at FVOCI | – | 221,453,917 |
| | 196,308 | 221,453,917 |
| **2023** | | |
| Cash and cash equivalents | 198,465 | – |
| Equity investments at FVOCI | – | 194,912,816 |
| | 198,465 | 194,912,816 |

*Sensitivity analysis*

A 5% strengthening of Singapore dollar as indicated below, against USD and INR at the reporting date would have increased/(decreased) equity and profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest rates, remain constant as indicated below:

| | 2024 | | 2023 | |
|---|---|---|---|---|
| | **Equity** | **Profit or loss** | **Equity** | **Profit or loss** |
| | **$** | **$** | **$** | **$** |
| USD | – | (9,815) | – | (9,923) |
| INR | (11,072,696) | – | (9,745,641) | – |

A 5% weakening of Singapore dollar against the above currencies at the reporting date would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

***Capital management***

The primary objective of the Company's capital management is to ensure that it maintains a strong net assets in order to maximise shareholders value. The Company has determined that it is in a sound capital position given its capital and resources available. The Company monitors the capital requirements to ensure that it is able to support its existing business.

The Company defined "capital" as including all components of equity. The capital structure of the Company consists of equity attributable to owner of the Company, comprising share capital, fair value reserves and retained earnings.

There are no changes in the Company's approach to capital management during the year.

The Company is not subject to externally imposed capital requirements.

***Fair value hierarchy***

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1 : quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2 : inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

- Level 3 : inputs for the asset or liability that are not based on observable market data (unobservable inputs).

| | Level 1 $ | Level 2 $ | Level 3 $ | Total $ |
|---|---|---|---|---|
| **2024** | | | | |
| Equity investments at FVOCI | 221,453,917 | – | – | 221,453,917 |
| **2023** | | | | |
| Equity investments at FVOCI | 194,912,816 | – | – | 194,912,816 |

***Transfers between Level 1 and 2***

There were no transfers from Level 2 to Level 1 in 2024 and no transfers in either direction in 2024.

***Estimation of fair value***

*Other non-derivatives financial assets and liabilities*

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including cash and cash equivalents and accrued operating expenses) are assumed to approximate their fair values. The carrying values of financial assets and liabilities approximate to their fair values due to the short period to maturity.

***Financial instruments by category***

Set out below is a comparison by category of carrying amounts of all the Company's financial instruments that are carried in the financial statements.

| | Financial assets at amortised cost $ | Equity investments at FVOCI $ | Financial liabilities at amortised cost $ | Total $ |
|---|---|---|---|---|
| **2024** | | | | |
| **Financial asset not measured at fair value** | | | | |
| Cash and cash equivalents | 196,310 | – | – | 196,310 |
| **Financial asset measured at fair value** | | | | |
| Equity investments at FVOCI | – | 221,453,917 | – | 221,453,917 |
| **Financial liability not measured at fair value** | | | | |
| Accrued operating expenses | – | – | 8,905 | 8,905 |

| | Financial assets at amortised cost<br>$ | Equity investments at FVOCI<br>$ | Financial liabilities at amortised cost<br>$ | Total<br>$ |
|---|---|---|---|---|
| **2023** | | | | |
| **Financial asset not measured at fair value** | | | | |
| Cash and cash equivalents | 198,467 | – | – | 198,467 |
| **Financial asset measured at fair value** | | | | |
| Equity investments at FVOCI | – | 194,912,816 | – | 194,912,816 |
| **Financial liability not measured at fair value** | | | | |
| Accrued operating expenses | – | – | 9,501 | 9,501 |

## 11 Assets pledged

In year 2023, the assets (except for equity investments at FVOCI) of the Company were pledged to a bank for banking facilities granted to its intermediate holding company. The charges on assets pledged have been discharged during the financial year.