

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED
JEBEL ALI FREE ZONE
DUBAI
UAE

FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2024

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

COMPANY INFORMATION

Shareholder	Britannia and Associates (Mauritius) Pvt. Ltd
Directors	Mr. Nusli Neville Wadia Mr. Varun Berry Mr. Mahmud Hayder Amiran
Secretary	Mr. Vishal Bhimani
Registration no.	OF3003
Registered with	Jebel Ali Free Zone Authority Dubai - United Arab Emirates
Address	P.O. Box 9275 Dubai - United Arab Emirates
Auditors	Sun International Auditing And Accounting L.L.C
Banker	HSBC Bank Mauritius Ltd
Tax registration number	Not registered

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

INDEX

CONTENTS	PAGES
DIRECTORS' REPORT	1 - 2
INDEPENDENT AUDITOR'S REPORT	3 - 5
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	6
STATEMENT OF FINANCIAL POSITION	7
STATEMENT OF CHANGES IN EQUITY	8
STATEMENT OF CASH FLOWS	9
NOTES TO THE FINANCIAL STATEMENTS	10 - 37

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

DIRECTORS' REPORT YEAR ENDED 31 MARCH 2024

The Directors hereby submit the report of **BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED** (herein after called "the **Company**") and the audited financial statements for the year ended 31 March 2024.

Principal business activity

The principal business activity of the Company is investment holding.

Business review and financial results

The Company generated revenue of USD 375,653/- (2023: USD 458,880/-) and earned a net profit of USD 178,196/- (2023: USD 16,108/-) during the year ended 31 March 2024.

Events since the end of the year

There are no significant events since the end of the year, also the Management is not aware of any circumstances not otherwise dealt within this report or the accounts, which would render any amount stated in the accounts misleading.

Shareholder and its interest

The shareholder as at 31 March 2024 and its interest in the share capital of the Company as at that date are as follows:-

Name of the shareholder	Amount of share capital (USD)	Shares held in %
Britannia and Associates (Mauritius) Pvt. Ltd (9,117,332 shares of AED 10/- each)	24,825,955	100%
	<u>24,825,955</u>	<u>100%</u>

Risk management and internal control system

The Company is committed to the ongoing process of identifying risk factors, analysing the risks, and deciding upon measures of risk handling and risk control, with a view to achieving sustainability of business operations, employment and surpluses. The Company's risk management framework identifies, assesses, manages and reports risks on a consistent and reliable basis. The Management consider primary risk areas to be: credit risk, market risk, interest rate risk, foreign exchange and liquidity risk.

The Management recognised their responsibilities to ensure the existence of the system of internal control and for reviewing its continued effectiveness. In view of the above, the Management has in place a management information system that facilitates financial and other information being periodically reported on a transparent basis to the Management and that in turn helps in initiating action to mitigate risks to the extent feasible.

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

DIRECTORS' REPORT YEAR ENDED 31 MARCH 2024

Going concern

The attached financial statements have been prepared on a going concern basis. While preparing the financial statements the Management has made an assessment of the Company's ability to continue as a going concern. The Management has not come across any evidence that causes the Management to believe that material uncertainties related to the events or conditions existed, which may cast significant doubt on the Company's ability to continue as a going concern.

Management and its responsibilities

We, Board of Directors of the Company, confirm that the Company is being managed by us. The Management is responsible to prepare the financial statements for each financial year which presents fairly in all material respects, the financial position of the Company and its financial performance for the year then ended. We confirm that sufficient care has been taken for the maintenance of proper and adequate accounting records that disclose with reasonable accuracy at any time, the financial position of the Company. We further confirm that appropriate accounting policies have been selected and applied consistently in order that the financial statements reflect fairly the form and substance of the transactions carried out during the year under review and reasonably present the Company's financial conditions and results of its operations.

Statutory compliances

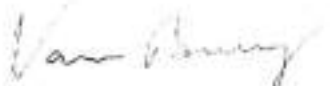
The Company has complied with all the rules, regulations, laws, UAE commercial companies law, free zone rules and any other law applicable to the activities & related activities of the Company and there are no violation of the laws.

Auditors

Sun International Auditing And Accounting L.L.C, who has been appointed by the Management and will retire at the conclusion of the meeting, have expression their willingness to continue in office and are eligible for reappointment.

On behalf of the Board

Nusli Neville Wadia
DIRECTOR
29 April, 2024



Varun Berry
DIRECTOR



Mahmud Hayder Amiran
DIRECTOR





**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDER OF BRITANNIA AND ASSOCIATES (DUBAI) PVT.
COMPANY LIMITED**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED** (the Company), **JEBEL ALI FREE ZONE, DUBAI- UAE**, which comprise the statement of financial position as at 31 March 2024, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at 31 March 2024 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) that are relevant to our audit of the Company's financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter

We invite your attention to note 2(a) Statement of Compliance of the financial statements. These financial statements of the Company are prepared on a stand-alone basis and the consolidated financial statements will be separately prepared by the Company. Our opinion is not modified in respect of this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the implementing regulations of the Jebel Ali Free Zone Authority Offshore Companies Regulations 2018, and applicable provisions of the Memorandum and Articles of Association of the Company and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.





**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDER OF BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY
LIMITED (Continued)**

Responsibilities of Management for the Financial Statements Continued....

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.

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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- 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 auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.





**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDER OF BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY
LIMITED (Continued)**

Auditors' Responsibilities for the Audit of the Financial Statements Continued....

- 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 management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

In our opinion the Company has maintained proper books of account and we have obtained all the information and explanations which we considered necessary for the purpose of our audit.

SUN INTERNATIONAL AUDITING AND ACCOUNTING L.L.C

Avinash Jagetiya
Registration Number 5500
United Arab Emirates
29 April, 2024



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
YEAR ENDED 31 MARCH 2024**

		31 March 2024	31 March 2023
	Note	USD	USD
REVENUE	4	375,653	458,880
Cost of revenue	5	<u>(145,077)</u>	<u>(295,566)</u>
GROSS PROFIT		230,576	163,314
Administrative expenses	6	<u>(47,775)</u>	<u>(143,041)</u>
OPERATING PROFIT		182,801	20,273
Finance costs	7	<u>(4,605)</u>	<u>(4,165)</u>
PROFIT FOR THE YEAR		178,196	16,108
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>178,196</u>	<u>16,108</u>

The accompanying notes form an integral part of these financial statements.
The Independent Auditor's report is set forth on page 3 to 5.



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2024

		31 March 2024	31 March 2023 <i>(As restated)</i>
	Note	USD	USD
ASSETS			
NON-CURRENT ASSETS			
Investment in subsidiaries	8	<u>19,338,451</u>	<u>22,681,802</u>
		<u>19,338,451</u>	<u>22,681,802</u>
CURRENT ASSETS			
Loan receivables	9	3,000,000	5,000,000
Accounts receivable and prepayments	10	70,675	63,294
Cash and cash equivalents	11	<u>172,264</u>	<u>143,645</u>
		<u>3,242,939</u>	<u>5,206,939</u>
TOTAL ASSETS		<u>22,581,390</u>	<u>27,888,741</u>
EQUITY AND LIABILITIES			
SHAREHOLDER'S EQUITY			
Share capital	12	24,825,955	24,825,955
Share premium	13	199,730	199,730
Retained earnings	14	<u>(2,471,362)</u>	<u>(2,649,558)</u>
TOTAL EQUITY		<u>22,554,323</u>	<u>22,376,127</u>
CURRENT LIABILITIES			
Accounts payable and accruals	15	27,067	512,614
Due to holding company	16	<u>-</u>	<u>5,000,000</u>
		<u>27,067</u>	<u>5,512,614</u>
TOTAL EQUITY AND LIABILITIES		<u>22,581,390</u>	<u>27,888,741</u>

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

The Independent Auditor's report is set forth on page 3 to 5.

Approved by the Board on 29 April, 2024

For BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

Nusli Neville Wadia
DIRECTOR

Varun Berry
DIRECTOR

Mahmad Hayder Amiran
DIRECTOR



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

**STATEMENT OF CHANGES IN EQUITY
YEAR ENDED 31 MARCH 2024**

	Share Capital USD	Share Premium USD	Retained Earnings USD	Total USD
As at 31.03.2022	24,825,955	199,730	(2,665,666)	22,360,019
Profit for the year	-		16,108	16,108
As at 31.03.2023	24,825,955	199,730	(2,649,558)	22,376,127
Profit for the year	-	-	178,196	178,196
As at 31.03.2024	24,825,955	199,730	(2,471,362)	22,554,323

The accompanying notes form an integral part of these financial statements.
The Independent Auditor's report is set forth on page 3 to 5.



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

STATEMENT OF CASH FLOWS YEAR ENDED 31 MARCH 2024

	Note	31 March 2024 USD	31 March 2023 USD
OPERATING ACTIVITIES			
Profit for the year		178,196	16,108
Adjustments for:			
Interest income	4	(375,653)	(458,880)
Interest expense	5	145,077	295,566
		<u>(52,380)</u>	<u>(147,206)</u>
Changes in operating assets and liabilities -			
Increase in accounts receivable and prepayments		(2,500)	(2,650)
(Decrease)/increase in accounts payable and accruals		(925,358)	158,388
Net cash (used in)/from operating activities (A)		<u>(980,238)</u>	<u>8,532</u>
INVESTING ACTIVITIES			
Loan repayment from subsidiaries		2,000,000	3,000,000
Interest received on loans to subsidiaries		825,063	291,044
Investment in subsidiaries		(391,728)	(1,618,125)
Repayment of non reciprocal contribution		3,735,079	1,714,513
Net cash from investing activities (B)		<u>6,168,414</u>	<u>3,387,432</u>
FINANCING ACTIVITIES			
Loan repayment to holding company		(5,000,000)	(3,000,000)
Interest payment on loan from holding company		(159,557)	(305,736)
Net cash used in financing activities (C)		<u>(5,159,557)</u>	<u>(3,305,736)</u>
Net increase/(decrease) in cash and cash equivalents (A+B+C)		28,619	90,228
Cash and cash equivalents at beginning of the year		<u>143,645</u>	<u>53,417</u>
Cash and cash equivalents at end of the year	11	<u><u>172,264</u></u>	<u><u>143,645</u></u>

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

The Independent Auditor's report is set forth on page 3 to 5.



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

1 LEGAL STATUS AND BUSINESS ACTIVITY

- a) **BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED** is a Free Zone Offshore Company with Limited Liability (the **Company**) registered with Jebel Ali Free Zone Authority, Dubai - United Arab Emirates. The registration no. for the Company is OF3003 registered on 21 February 2007 by the said Authority. The registered office of the Company is P.O. Box 9275, Dubai - United Arab Emirates. The Company is a 100% subsidiary of Britannia and Associates (Mauritius) Pvt. Ltd, a company incorporated and existing under the laws of Mauritius.
- b) The principal business activity of the Company is investment holding.

2 BASIS OF PREPARATION

a) Statement of compliance

These financial statements are prepared under the historical cost convention, and in accordance with International Financial Reporting Standards issued or adopted by the International Accounting Standards Board (IASB) and applicable provisions of the Jebel Ali Free Zone Authority Offshore Companies Regulations 2018, and applicable provisions of the Memorandum and Articles of Association of the Company.

These financial statements of the Company are prepared on a stand-alone basis, in which investment in the subsidiaries is accounted at cost, less impairment losses, if any. The financial statements do not include the operating results and financial position of the subsidiaries. The consolidated financial statements will be separately prepared by the Company.

b) Accounting year

These financial statements relate to the year from 01 April 2023 to 31 March 2024.

c) Use of significant estimates, assumptions and judgements

The preparation of the financial statements requires the Management to make estimates and assumptions that may affect the reported amount of assets and liabilities, revenues, expenses, disclosure of contingent liabilities and the resultant provisions and fair values. Such estimates are necessarily based on assumptions about several factors and actual results may differ from reported amounts.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised and in any future years affected.

In particular, information about significant areas of estimation, uncertainty, and critical judgements in applying accounting policies (that have the most significant effect on the amounts recognized in the financial statements) are discussed in note 23.

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

BASIS OF PREPARATION CONTINUED....

d) Changes in accounting policies and disclosures

Adoption of new and revised International Financial Reporting Standards

The accounting policies adopted are consistent with those of the previous financial year, except for the following new, amended standards and interpretations for the current reporting year. Adoption of these standards and interpretations did not have any material impact on the financial position or performance of the Company during the year but may affect the financial reporting for the future transactions or arrangements.

IFRS 17 Insurance Contracts - 01 January 2023

Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2 - 01 January 2023

Definition of Accounting Estimates - Amendments to IAS 8 - 01 January 2023

Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12 - 01 January 2023

International Tax Reform – Pillar Two Model Rules - Amendments to IAS 12 - 01 January 2023

Standards issued but not yet effective

The standards and interpretations that are issued, but not yet effective are disclosed below. These standards and interpretations will become effective for annual periods beginning on or after the dates as respectively mentioned there against. The Company intends to adopt these standards, if applicable, when they become effective.

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to IAS 1 - 01 January 2024

Lease Liability in a Sale and Leaseback – Amendments to IFRS 16 - 01 January 2024

Disclosures: Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7 - 01 January 2024

Lack of exchangeability – Amendments to IAS 21 - 01 January 2025

Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - Amendments to IFRS 10 and IAS 28

The adoption of above Standards, amendments and interpretations is not expected to have any material impact on the financial statements of the Company in the period of their initial application.

e) Functional and presentation currency

These financial statements have been presented in USD currency of the United States. The Company transacts its business mainly in USD and accordingly, the functional and reporting currency of the Company is USD. This is different from the currency of the country in which the Company is domiciled, the United Arab Emirates.

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES

The significant accounting policies adopted and consistently applied are as follows:

a) Revenue recognition

Revenue from contracts with customers

In conjunction with the application of *IFRS 15 Revenue from contracts with customers* the Company has adopted an approach of recognizing the amount of revenue to which the Company is expected to be entitled due to the transfer of goods/services to customers based on the following five-step model.

Step 1. Identify the contract(s) with a customer

Step 2. Identify the performance obligations in the contract

Step 3. Determine the transaction price

Step 4. Allocate the transaction price to the performance obligations in the contract

Step 5. Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised for each performance obligation which is satisfied on the transfer of control over the goods/services to the customer.

The principal business activity of the Company during the year is investment holding.

Interest income

Interest income is recognised on effective yield basis.

b) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

c) Investment in subsidiaries

Subsidiaries are entities over which the parent has power to govern the financial and operating policies, generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the parent controls another entity.

Investment in subsidiaries is stated at cost, less impairment losses, if any.

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

SUMMARY OF MATERIAL ACCOUNTING POLICIES CONTINUED....

d) **Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Recognition

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

Derecognition

Financial assets are de-recognised when, and only when,

-The contractual rights to receive cash flows expire or

-The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either

a) the Company has transferred substantially all the risks and rewards of the asset, or

b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities are de-recognised when, and only when, they are extinguished i.e. when obligation specified in the contract is discharged, cancelled or expired.

Classification and Measurement

Financial assets

The Company classifies its financial assets in the following measurement categories:

-Those to be measured subsequently at fair value (either through OCI or through profit or loss), and

-Those to be measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

i) Initial measurement

Under IFRS 9, on initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL. The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

SUMMARY OF MATERIAL ACCOUNTING POLICIES CONTINUED....

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.

A debt investment is measured at FVOCI 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 achieved by both collecting contractual cash flows and selling financial assets; 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.

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 OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

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

ii) Subsequent measurement

The following accounting policies apply to the subsequent measurement of financial assets.

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
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 (<i>see below (iii) impairment of financial assets</i>). 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.

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

SUMMARY OF MATERIAL ACCOUNTING POLICIES CONTINUED....

Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to 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.

The Company's financial assets at amortised cost includes trade accounts receivable and other current financial assets, cash and cash equivalents.

iii) Impairment of financial assets

The Company recognises an allowance for expected credit losses for all debt instruments not held at fair value through profit or loss. Expected credit losses 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.

Expected credit losses are recognised in two stages.

-For credit exposures for which there has not been a significant increase in credit risk since initial recognition, expected credit losses are provided for credit losses that result from default events that are possible within the next 12-months.

-For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default.

For trade accounts receivable and contract assets, the Company applies a simplified approach in calculating expected credit losses. The Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime expected credit losses 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.

e) Offsetting of financial assets & financial liabilities

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

SUMMARY OF MATERIAL ACCOUNTING POLICIES CONTINUED....

f) **Current versus non-current classification of assets & liabilities**

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting year, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting year

The Company classifies all other assets as non-current.

A liability is current when it is:

- Expected to be settled in normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting year, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting year

The Company classifies all other liabilities as non-current.

g) **Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit or loss and other comprehensive income net of any reimbursement. If 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. Where discounting is used, the increase in the provision due to the passage of time is recognised in the statement of profit or loss and other comprehensive income as a finance cost.

h) **Leases**

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of 12 months or less with no purchase option applied to the whole class of assets.

Initial recognition

Right-of-use asset is measured in the amount of lease liability and initial direct costs. Then it is adjusted by the lease payments made before or on commencement date, lease incentives received, and any estimate of dismantling and restoration costs.



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

SUMMARY OF MATERIAL ACCOUNTING POLICIES CONTINUED....

Lease Liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless it is not readily determinable, in which case the Company's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable payments are expensed in the period to which they relate.

Subsequent measurement

The Company measures the right-of-use asset using the cost model under IAS 16 Property, plant and equipment. The asset is depreciated over the lease term or over the remaining economic life of the asset, if rarely, this is judged to be shorter than the lease term.

Lease Liabilities subsequent to initial measurement increase as a result of interest charged at a constant rate on the balance outstanding and reduced for the lease payments made.

i) **Staff end-of-service gratuity**

The Company has not provided for end of service gratuity to be determined in accordance with the UAE Labour Law based on the employees' salaries and number of years as the same will be provided for, when the employee ceases employment with the Company.

j) **Reporting foreign currency transactions in presentation currency**

On the initial recognition a foreign currency transaction is recorded into functional currency by applying the rate of exchange prevailing at the date of transaction.

Monetary assets and liabilities expressed in foreign currencies are translated into functional currency at the rate of exchange ruling at the end of the reporting year.

Gains or losses resulting from the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the year or previous years are recognised in the profit or loss.

k) **Contingencies**

Contingent liabilities are not recognized in the financial statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the financial statements but disclosed when an inflow of economic benefits is probable.



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

SUMMARY OF MATERIAL ACCOUNTING POLICIES CONTINUED....

l) **Fair values**

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

For financial instruments not traded in an active market, the fair value is determined using appropriate valuation techniques. Such techniques may include:

- Using recent arm's length market transactions
- Reference to the current fair value of another instrument that is substantially the same
- A discounted cash flow analysis or other valuation models.

m) **Statement of cash flows**

Cash flows are reported using the indirect method, whereby profit/(loss) is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future of cash receipts and payments and for items of income and expenses which are reflected in investing or financial activities. The cash flows from operating, investing and financing activities are segregated based on the nature of items.

n) **Value added tax**

The Company is not registered for VAT with the Federal Tax Authority. Hence, VAT paid to the supplier of asset or expense is not recoverable from the Federal Tax Authority, it is disclosed as part of asset acquired or expense incurred.

	31 March 2024 USD	31 March 2023 USD
4 REVENUE		
Interest income	<u>375,653</u>	<u>458,880</u>
	<u>375,653</u>	<u>458,880</u>
5 COST OF REVENUE		
Interest expenses	<u>145,077</u>	<u>295,566</u>
	<u>145,077</u>	<u>295,566</u>
6 ADMINISTRATIVE EXPENSES		
Lease, legal and professional expenses	<u>47,775</u>	<u>143,041</u>
	<u>47,775</u>	<u>143,041</u>



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2024**

	31 March 2024 USD	31 March 2023 USD
7 FINANCE COSTS		
Bank charges	<u>4,605</u>	<u>4,165</u>
	<u>4,605</u>	<u>4,165</u>
8 INVESTMENT IN SUBSIDIARIES		
Opening balance	22,681,802	22,778,190
Addition during the year	391,728	1,618,125
Less: Repayment of non reciprocal contribution	<u>(3,735,079)</u>	<u>(1,714,513)</u>
Closing balance (refer note 8.1)	<u>19,338,451</u>	<u>22,681,802</u>

(Note 8.1 continued on next page)



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

INVESTMENT IN SUBSIDIARIES CONTINUED....

8.1 Investment made in the following Subsidiary Companies:

Name of the Company	Country of incorporation	Type of shares held	Percentage holding	USD	USD
				31 March 2024	31 March 2023
Al Sallan Food Industries Co. SAOC	Oman	Ordinary	65.46%	272	272
Strategic Foods International Company LLC	UAE	Ordinary	100%	12,553,563	12,553,563
Non Reciprocal Contribution to Strategic Foods International Company LLC +	UAE	-	-	-	3,735,079
Strategic Brands Holding Co. Ltd.	UAE	Ordinary	100%	4,279,763	4,279,763
Britannia Egypt LLC	Egypt	Ordinary	99% #	742,500	495,000
Strategic Foods Uganda Ltd	Uganda	Ordinary	99% @@	262,350	262,350
Kenafriic Biscuits Limited	Kenya	Ordinary	51%	1,318,073	1,173,845
Catalyst Britannia Brands Limited	Mauritius	Ordinary	100%	181,930	181,930
TOTAL INVESTMENT IN SUBSIDIARIES				19,338,451	22,681,802

The Directors have reviewed the financial position and the performance of the above subsidiaries companies and they are of the opinion that the estimated recoverable amount of the investments are not less than their carrying amount.

+ This represents amount provided by the Company in the capacity of shareholder, being non reciprocal capital contribution, free of interest, unsecured and repayable entirely at the discretion of the Subsidiaries Company.

@ In addition 28.06% held by Khimji family (the previous shareholders) for beneficial interest of the Company as per Shareholders Agreement dated 10 March 2009, effective from 28 June 2019, Balance 6.48% is held by the public.

1% of Britannia Egypt LLC Egypt, is held by Strategic Brands Holding Co. Ltd. (a subsidiary of the Company).

@@ 1% of Strategic Foods Uganda Ltd, Uganda is held by Strategic Brands Holding Co. Ltd (a subsidiary of the Company).



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

INVESTMENT IN SUBSIDIARIES CONTINUED....

Following table summarises the financial information of Al Sallan Food Industries Co. SAOC in their financial statements:-

	31 March 2024 USD	31 March 2023 USD <i>(as restated)</i>
Summary statement of financial position :		
Non-current assets	4,794,763	4,818,136
Current assets	5,876,842	6,297,751
Total assets	10,671,605	11,115,887
Equity	(1,481,921)	(2,470,851)
Non-current liabilities	5,681,046	7,434,014
Current liabilities	6,472,480	6,152,724
Total equity and liabilities	10,671,605	11,115,887
Equity attributable:		
-To the Holding Company	(1,385,893)	(2,310,740)
-To the non-controlling interest	(96,028)	(160,111)
	(1,481,921)	(2,470,851)
Summary statement of profit or loss and other comprehensive income :		
Revenue	27,942,834	28,957,363
Other income	31,992	52,413
Profit for the year	988,930	990,927
Other comprehensive income	-	-
Total comprehensive income for the year	988,930	990,927
Profit attributable:		
-To the Holding Company	924,847	926,715
-To the non-controlling interest	64,083	64,212
	988,930	990,927

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

INVESTMENT IN SUBSIDIARIES CONTINUED....

Following table summarises the financial information of Strategic Foods International Company LLC in their financial statements:-

	31 March 2024 USD	31 March 2023 USD
Summary statement of financial position :		
Non-current assets	12,239,108	11,950,829
Current assets	15,115,936	17,002,747
Total assets	<u>27,355,044</u>	<u>28,953,576</u>
Equity	12,871,804	11,860,434
Non-current liabilities	2,032,203	1,158,858
Current liabilities	12,451,037	15,934,284
Total equity and liabilities	<u>27,355,044</u>	<u>28,953,576</u>
Equity attributable:		
-To the Holding Company	12,871,804	11,860,434
-To the non-controlling interest	-	-
	<u>12,871,804</u>	<u>11,860,434</u>
Summary statement of profit or loss and other comprehensive income :		
		<i>(as restated)</i>
Revenue	53,642,988	52,048,185
Other income	217,670	252,321
Profit for the year	4,744,619	358,040
Other comprehensive income	-	-
Total comprehensive income for the year	<u>4,744,619</u>	<u>358,040</u>
Profit attributable:		
-To the Holding Company	4,744,619	358,040
-To the non-controlling interest	-	-
	<u>4,744,619</u>	<u>358,040</u>



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

INVESTMENT IN SUBSIDIARIES CONTINUED....

Following table summarises the financial information of Strategic Brands Holding Co. Ltd. in their financial statements:-

	31 March 2024 USD	31 March 2023 USD
Summary statement of financial position :		
Non-current assets	8,179	6,701
Current assets	681	681
Total assets	<u>8,860</u>	<u>7,382</u>
Equity	(1,290)	(268)
Non-current liabilities	-	-
Current liabilities	10,150	7,650
Total equity and liabilities	<u>8,860</u>	<u>7,382</u>
Equity attributable:		
-To the Holding Company	(1,290)	(268)
-To the non-controlling interest	-	-
	<u>(1,290)</u>	<u>(268)</u>
Summary statement of profit or loss and other comprehensive income :		
Revenue	-	-
Other income	-	-
Profit/(loss) for the year	-	-
Other comprehensive income	(1,022)	(949)
Total comprehensive income for the year	<u>(1,022)</u>	<u>(949)</u>
Loss attributable:		
-To the Holding Company	(1,022)	(949)
-To the non-controlling interest	-	-
	<u>(1,022)</u>	<u>(949)</u>



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

INVESTMENT IN SUBSIDIARIES CONTINUED....

Following table summarises the financial information of Britannia Egypt LLC in their financial statements:-

	31 March 2024 USD	31 March 2023 USD <i>(as restated)</i>
Summary statement of financial position :		
Non-current assets	-	-
Current assets	694,752	592,555
Total assets	694,752	592,555
Equity	592,235	416,273
Non-current liabilities	-	-
Current liabilities	102,517	176,282
Total equity and liabilities	694,752	592,555
Equity attributable:		
-To the Holding Company	586,313	412,110
-To the non-controlling interest	5,922	4,163
	592,235	416,273
Summary statement of profit or loss and other comprehensive income :		
		<i>(as restated)</i>
Revenue	2,101,551	1,202,792
Other income	-	-
Profit for the year	110,626	36,763
Other comprehensive income	(184,664)	(99,876)
Total comprehensive income for the year	(74,038)	(63,113)
Profit/(Loss) attributable:		
-To the Holding Company	(73,298)	(62,482)
-To the non-controlling interest	(740)	(631)
	(74,038)	(63,113)



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

INVESTMENT IN SUBSIDIARIES CONTINUED.....

Following table summarises the financial information of Strategic Foods Uganda Ltd in their financial statements:-

	31 March 2024 USD	31 March 2023 USD <i>(as restated)</i>
Summary statement of financial position :		
Non-current assets	-	-
Current assets	344,983	332,124
Total assets	344,983	332,124
Equity	247,437	298,515
Non-current liabilities	-	-
Current liabilities	97,546	33,609
Total equity and liabilities	344,983	332,124
Equity attributable:		
-To the Holding Company	244,963	295,530
-To the non-controlling interest	2,474	2,985
	247,437	298,515
Summary statement of profit or loss and other comprehensive income :		
		<i>(as restated)</i>
Revenue	114,298	436,513
Other income	-	-
(Loss)/Profit for the year	(51,078)	26,790
Other comprehensive income	-	750
Total comprehensive income for the year	(51,078)	27,540
(Loss)/Profit attributable:		
-To the Holding Company	(50,567)	27,265
-To the non-controlling interest	(511)	275
	(51,078)	27,540

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

INVESTMENT IN SUBSIDIARIES CONTINUED....

Following table summarises the financial information of Kenafric Biscuits Limited in their financial statements:-

	31 March 2024 USD	31 March 2023 USD
Summary statement of financial position :		<i>(as restated)</i>
Non-current assets	1,449,115	1,588,139
Current assets	1,398,992	1,242,303
Total assets	<u>2,848,107</u>	<u>2,830,442</u>
Equity	923,730	1,678,901
Non-current liabilities	65,806	-
Current liabilities	1,858,571	1,151,541
Total equity and liabilities	<u>2,848,107</u>	<u>2,830,442</u>
Equity attributable:		
-To the Holding Company	471,102	856,240
-To the non-controlling interest	452,628	822,661
	<u>923,730</u>	<u>1,678,901</u>
Summary statement of profit or loss and other comprehensive income :		<i>(as restated)</i>
Revenue	3,002,927	1,150,068
Other income	15,511	23,439
Loss for the year	(996,092)	(375,201)
Other comprehensive income	(41,879)	(247,555)
Total comprehensive income for the year	<u>(1,037,971)</u>	<u>(622,756)</u>
Loss attributable:		
-To the Holding Company	(529,365)	(317,606)
-To the non-controlling interest	(508,606)	(305,150)
	<u>(1,037,971)</u>	<u>(622,756)</u>



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

INVESTMENT IN SUBSIDIARIES CONTINUED....

Following table summarises the financial information of Catalyst Britannia Brands Limited in their financial statements:-

	31 March 2024 USD	31 March 2023 USD
Summary statement of financial position :		
Non-current assets	2	2
Current assets	741	2,288
Total assets	<u>743</u>	<u>2,290</u>
Equity	(11,022)	(8,204)
Non-current liabilities	8,481	-
Current liabilities	3,284	10,494
Total equity and liabilities	<u>743</u>	<u>2,290</u>
Equity attributable:		
-To the Holding Company	(11,022)	(8,204)
-To the non-controlling interest	-	-
	<u>(11,022)</u>	<u>(8,204)</u>
Summary statement of profit or loss and other comprehensive income :		
Revenue	-	-
Other income	-	-
Loss for the period	(2,818)	(118,932)
Other comprehensive income	-	-
Total comprehensive income for the period	<u>(2,818)</u>	<u>(118,932)</u>
Loss attributable:		
-To the Holding Company	(2,818)	(118,932)
-To the non-controlling interest	-	-
	<u>(2,818)</u>	<u>(118,932)</u>



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

	31 March 2024 USD	31 March 2023 USD
9 LOAN RECEIVABLES		
Opening balance	5,000,000	8,000,000
Less: Repaid during the year	<u>(2,000,000)</u>	<u>(3,000,000)</u>
Closing balance	<u>3,000,000</u>	<u>5,000,000</u>
<i>*Represents loan due from following Subsidiary</i>		
Al Sallan Food Industries Co. SAOC, Oman	<u>3,000,000</u>	<u>5,000,000</u>
	<u>3,000,000</u>	<u>5,000,000</u>
<i>*Interest is accrued on the above @6.18% to 6.40% p.a. (2022: @1.63% to 6.18% p.a.).</i>		
Other classes within receivables do not include impaired assets.		
The Maximum amount of credit risk at the end of the reporting year is the carrying value of each class of receivables mentioned above. The Company does not hold any collateral as security.		
10 ACCOUNTS RECEIVABLE AND PREPAYMENTS		<i>(as restated)</i>
Due from related parties*	61,902	62,613
Holding Company current account	8,092	-
Prepayments	<u>681</u>	<u>681</u>
	<u>70,675</u>	<u>63,294</u>
<i>*Represent the amount due from Strategic Brands Holding Co. Ltd. (a related enterprise)</i>	10,150	7,650
<i>*Represent the amount due from Strategic Foods International Co. LLC, Dubai (a related enterprise)</i>	4,651	-
<i>*Represent the amount due from Al Sallan Food Industries Co. SAOC (a related enterprise)</i>	47,101	54,963
11 CASH AND CASH EQUIVALENTS		
Balances in current accounts with bank	<u>172,264</u>	<u>143,645</u>
	<u>172,264</u>	<u>143,645</u>
12 SHARE CAPITAL		
Share capital of the Company is AED 91,173,320/-. The details of the shareholding as at reporting date are as follows:		
Name		
Britannia and Associates (Mauritius) Pvt. Ltd	<u>24,825,955</u>	<u>24,825,955</u>
(9,117,332 shares of AED 10/- each)	<u>24,825,955</u>	<u>24,825,955</u>



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

	31 March 2024 USD	31 March 2023 USD
13 SHARE PREMIUM		
Balance brought forward	199,730	199,730
	199,730	199,730
In the financial year ended 2007 the Company issued its share capital at a premium of USD 1,997.30/- per share.		
14 RETAINED EARNINGS		
Balance brought forward	(2,649,558)	(2,665,666)
Profit for the year	178,196	16,108
	(2,471,362)	(2,649,558)
15 ACCOUNTS PAYABLE AND ACCRUALS		<i>(as restated)</i>
Due to related party*	-	482,017
Holding Company current account	-	6,388
Accruals	27,067	24,209
	27,067	512,614
*Represent amount due to Strategic Foods International Co. LLC, Dubai (a related enterprise)		
	-	482,017
16 DUE TO HOLDING COMPANY		
Opening balance	5,000,000	8,000,000
Addition during the year	-	-
Repayment during the year	(5,000,000)	(3,000,000)
Closing balance	-	5,000,000

Due to holding company is unsecured, interest accrued at 6.13% to 6.35% p.a. (2022: 1.58% to 6.13% p.a.).

17 RELATED PARTIES

Related parties represent Shareholder, Directors, Secretary and key Management personnel of the Company, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Company's Management.



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

RELATED PARTIES CONTINUED....

Significant transactions with related parties are as follows:-

	31 March 2024 USD	31 March 2023 USD
<u>Subsidiaries</u>		
Interest income (note 4)	375,653	458,880
<u>Holding Company</u>		
Interest expenses (note 5)	145,077	295,566

Significant balances with related parties are as follows:-

	31 March 2024 USD	31 March 2023 USD
Investment in subsidiaries (note 8)	19,338,451	22,681,802
Loan receivables (note 9)	3,000,000	5,000,000
Due from related parties (note 10)	61,902	62,613
Due to related party (note 15)	-	482,017
Holding Company current account (note 10)	8,092	-
Holding Company current account (note 15)	-	6,388
Due to holding company (note 16)	-	5,000,000

Terms and conditions of transactions with related parties:

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. There have been no guarantees provided or received for any related party receivables or payables.



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2024**

18 FINANCIAL INSTRUMENTS

The net carrying amounts as at the reporting date of financial assets and financial liabilities are as follows:

	31 March 2024 USD	31 March 2023 USD <i>(as restated)</i>
	(At amortised cost)	
Financial assets		
Due from related parties	61,902	62,613
Holding Company current account	8,092	-
Balances in current accounts with bank	172,264	143,645
Loan receivables	3,000,000	5,000,000
	<u>3,242,258</u>	<u>5,206,258</u>
Financial liabilities		
Due to related party	-	482,017
Holding Company current account	-	6,388
Accruals	27,067	24,209
Due to holding company	-	5,000,000
	<u>27,067</u>	<u>5,512,614</u>

19 CONTINGENT LIABILITIES

Except for the ongoing service commitments in the normal course of business against which no loss is expected, there has been no other known contingent liability or capital commitment on the Company account as represented by the Management.

20 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Risk is inherent in the Company's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. This process of risk management is critical to the Company's continuing profitability and each individual within the Company is accountable for the risk exposures relating to his or her responsibilities.

The main risks arising from the financial statements are credit risk, market risk, currency risk, interest rate risk and liquidity risk.

No changes were made in the risk management obligation and policies during the years ended 31 March 2024 and 31 March 2023. The Company's financial risk management processes and policies relating to these risks are discussed in detail below:



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED....

a) **Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or a counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the customers, custodians of the Company's investments, prime brokers and bank. The Company is exposed to credit risk on the following balances:

	31 March 2024 USD	31 March 2023 USD <i>(as restated)</i>
Due from related parties	61,902	62,613
Holding Company current account	8,092	-
Loan receivable	3,000,000	5,000,000
Balances in current accounts with bank	172,264	143,645
	3,242,258	5,206,258

Balances in current accounts with bank

The Company's bank accounts are placed with a high credit quality financial institution and are denominated in the USD.

Other receivables

The exposure to credit risk on other receivables is monitored on an ongoing basis by the Management and these are considered as recoverable by the Management.

b) **Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

i) **Foreign currency risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is not exposed to any significant currency risk as the Company mainly has assets and liabilities balances held in AED and USD. As UAE Dirham (AED) is pegged to the US Dollar, the Company is not exposed to any significant exchange rate fluctuations in AED.



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED....

ii) **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

For interest received on loan receivables (refer note 9). At the end of the reporting year if the interest rate on such loan increased/decreased by 1% with all other variables held constant profit for the year would have been higher/lower by USD 30,000/-. (2023: USD 50,000/-)

For interest paid on due to holding company (refer note 16). At the end of the reporting year if the interest rate on such due to holding company increased/decreased by 1% with all other variables held constant, profit for the year would have been lower/higher by USD Nil/-. (2023: USD 50,000/-). The loan due to the holding company was fully repaid during the year.

c) **Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company limits its liquidity risk by ensuring funds from shareholder.

The table below summarises the maturities of the Company's undiscounted financial liabilities at 31 March, based on contractual payment dates.

31 March 2024

	MATURITY OF FINANCIAL LIABILITIES				Total USD
	Up to 3 months	4 to 12 months	Over 12 months		
	USD	USD	USD		
Accruals	27,067	-	-	27,067	
	<u>27,067</u>	<u>-</u>	<u>-</u>	<u>27,067</u>	

31 March 2023

	MATURITY OF FINANCIAL LIABILITIES				Total USD
	Up to 3 months	4 to 12 months	Over 12 months		
	USD	USD	USD		
Due to related party	482,017	-	-	482,017	
Holding company current account	6,388	-	-	6,388	
Accruals	24,209	-	-	24,209	
Due to holding company	5,000,000	-	-	5,000,000	
	<u>5,512,614</u>	<u>-</u>	<u>-</u>	<u>5,512,614</u>	



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

21 CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder's value.

The Management also monitors the return on capital, which the Company defines as net operating income divided by total shareholder's equity. The Management also monitors the level of dividends to shareholder, the return on capital to shareholder or issuance of new shares to maintain or adjust the capital structure.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions. No changes were made in the objectives, policies or processes during the year ended 31 March 2024 and year ended 31 March 2023. Capital comprises of share capital, share premium and retained earnings and is measured at USD 22,554,323/- as at 31 March 2024 (2023: USD 22,376,127/-).

22 FAIR VALUES OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets and financial liabilities.

Financial assets consist of loan receivables, bank balances and other receivables. Financial liabilities consist of due to related party, accruals, holding company current account and due to holding company.

The fair value of the financial assets and liabilities are considered at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair value of financial assets and liabilities are not materially different from their carrying value, largely due to short term nature of the financial instruments.

When the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets; their fair value is measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

23 SIGNIFICANT SOURCES OF ESTIMATION, UNCERTAINTY AND JUDGEMENT

The preparation of the Company's financial statements requires the Management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

SIGNIFICANT SOURCES OF ESTIMATION, UNCERTAINTY AND JUDGEMENT CONTINUED....

Judgements

In the process of applying the Company's accounting policies, the Management has made the following judgements which have the most significant effect on the amounts recognized in the financial statements:

Contingencies

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgement and estimate of the outcome of future events.

Significant increase in credit risk

As explained in note 3 (d) (iii), ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. IFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Company takes into account qualitative and quantitative reasonable and supportable forward looking information.

Satisfaction of performance obligations

The Company is required to assess each of its contracts with customers to determine whether performance obligations are satisfied over time or at a point in time in order to determine the appropriate method of recognising revenue. The Company has assessed that based on the sale and purchase agreements entered into with customers.

Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI and the business model test (please see financial assets sections of note 3 (d)). The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets. No such changes were required during the years presented.



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2024

SIGNIFICANT SOURCES OF ESTIMATION, UNCERTAINTY AND JUDGEMENT CONTINUED....

Estimates and assumptions

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. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of loan and due from related parties

An estimate of the collectible amount of loan and deposits is made when collection of the full amount is no longer probable. For individually significant amounts, this estimation is performed on an individual basis. Amounts which are not individually significant, but which are past due, are assessed collectively and a provision applied according to the length of time past due, based on expected credit loss on such receivables.

As at 31 March 2024, the gross loan receivables were USD 3,000,000/- (2023: USD 5,000,000/-).

As at 31 March 2024, the gross amounts due from related parties were USD 61,902/- (2023: USD 62,613/-).

Calculation of loss allowance

When measuring ECL the Company uses reasonable and supportable forward looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

24 COMPARATIVE FIGURES

Previous year figures are from 01 April 2022 to 31 March 2023 and have been regrouped/reclassified wherever necessary, to conform to the presentation adopted in the current year. The amount of USD 54,963/- representing the amount due from a related enterprise was netted against the amount due to a related enterprise and has been reclassified and shown separately as due from the related party. Deposit of USD 7,650/- is reclassified as due from Related parties. (Refer to Note 10 & Note 15). The summary of financial information of Subsidiaries has been restated and disclosed in Note 8.1.



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

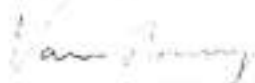
**NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2024**

25. ROUNDING OFF

Figures in these financial statements have been rounded off to the nearest USD.

For **BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED**

Nusli Neville Wadia
DIRECTOR



Varun Berry
DIRECTOR



Mahmud Hayder Amiran
DIRECTOR

