

Britannia Dairy Holdings Pvt Ltd
Audited Financial Statements
For the year ended 31 March 2025

Britannia Dairy Holdings Pvt Ltd

Audited Financial Statements

for the year ended 31 March 2025

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Britannia Dairy Holdings Pvt Ltd

Corporate data

for the year ended 31 March 2025

		Date appointed
Directors:	Varun Berry Nihad Mohammad Akram Agowun	25 June 2014 05 February 2024
Registered agent:	<i>(As from 01 October 2024)</i> Apex Fund Services (Mauritius) Ltd 6 th Floor, Two Tribeca, Tribeca Central Trianon 72261 Republic of Mauritius	<i>(Until 30 September 2024)</i> Apex Fund Services (Mauritius) Ltd 4 th Floor, 19 Bank Street Cybercity, Ebène 72201 Republic of Mauritius
Registered office:	<i>(As from 01 October 2024)</i> 6 th Floor, Two Tribeca, Tribeca Central Trianon 72261 Republic of Mauritius	<i>(Until 30 September 2024)</i> 4 th Floor, 19 Bank Street Cybercity, Ebène 72201 Republic of Mauritius
Auditor:	Navy and Yan West View La Marie Road Glen-Park, Vacoas 73116 Republic of Mauritius	
Banker:	HSBC Bank (Mauritius) Limited 6 th Floor HSBC Centre 18 Cybercity Ebène Republic of Mauritius	

Britannia Dairy Holdings Pvt Ltd

Commentary of the directors

for the year ended 31 March 2025

The directors are pleased to present their commentary together with the audited financial statements of Britannia Dairy Holdings Pvt Ltd (the "Company") for the year ended 31 March 2025. The financial statements have been prepared for non-statutory purposes.

Principal activity

The Company was incorporated as a private company limited by shares in the Republic of Mauritius on 23 March 2005. The Company currently holds an Authorised Company License, with effect from 30 June 2021 for the purpose of the FSA 2007 and the principal activity of the Company is to hold 'Dairy Trademarks' as described in note 6 to the financial statements.

Results and dividend

The results for the year are shown on page 6.

The directors do not recommend the payment of dividend for the year under review (2024: USD Nil).

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with the requirements of The Mauritius Companies Act 2001 as described in note 1 to the financial statements and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. The Company being a holder of an Authorised Company Licence is exempted to prepare financial statements. The Company's financial statements have been prepared solely for consolidation purposes at the ultimate holding company level in India.

This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or errors selecting and applying appropriate accounting policies and making accounting estimates that are reasonable in the circumstances.

The directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe the business will not be a going concern in the year ahead (refer to note 14).

The directors have confirmed that they have complied with the above requirements in preparing the financial statements as disclosed in note 14.

Auditor

The auditor, Navy and Yan, has indicated their willingness to continue in office.



Public Accountants and Knowledge Managers

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF BRITANNIA DAIRY HOLDINGS PVT LTD

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of BRITANNIA DAIRY HOLDINGS PVT LTD (the Company) set out on pages 6 to 18 which comprise the statement of financial position as at 31 March 2025, 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 significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 March 2025, 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) together with the ethical requirements that are relevant to our audit of the financial statements in Mauritius, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS 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.

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.

Those charged with governance are responsible for 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 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.

A further description of the Auditors' Responsibilities for the Audit of the Financial Statements is provided in the "Appendix to the Independent Auditors' Report". This description forms part of our Audit Report.

(CONTINUED)

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF BRITANNIA DAIRY HOLDINGS PVT LTD
(CONTINUED)

Other matter

This report is made solely to the company's shareholder. Our audit work has been undertaken so that we might state to the company's shareholder those matters we are required to state in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's shareholder as a body, for our audit work, for this report, or for the opinions we have formed.

Information other than the financial statements and Auditors' Report thereon (other information)

The Directors are responsible for "other information". The other information comprises of information disclosed under the Corporate Data and Commentary of Directors. It does not include the financial statements and our auditors' opinion thereon.

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

In connection with our audit of the financial statements, we read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our general knowledge obtained during 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 the other information; we are required to report that fact. We have nothing to report in this regard.

The engagement partner on the audit resulting in this independent auditor's report is Y. Nath Varma.



Navy and Yan
Public Accountants
Vacoas
Date: 21/04/2025



Y. Nath Varma FCCA DFPFM PhD
Licensed by FRC

APPENDIX TO THE INDEPENDENT AUDITORS' REPORT

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

Britannia Dairy Holdings Pvt Ltd**Statement of profit or loss and other comprehensive income**
for the year ended 31 March 2025

	Note	<u>2025</u>	<u>2024</u>
		USD	USD
Expenses			
Professional fees		1,368	1,278
Audit fees		1,500	1,500
Licence fees		659	509
Directors' remuneration		1,129	874
Registered and secretarial fees		790	800
Other operating expenses		<u>130</u>	<u>-</u>
Total expenses		<u>5,576</u>	<u>4,961</u>
Loss before taxation		(5,576)	(4,961)
Taxation	5	-	-
Loss for the year		<u>(5,576)</u>	<u>(4,961)</u>
Other comprehensive income		-	-
Total comprehensive loss for the year		<u>(5,576)</u>	<u>(4,961)</u>

The notes on pages 10 to 18 form part of these audited financial statements.

Britannia Dairy Holdings Pvt Ltd

Statement of financial position

As at 31 March 2025

	Notes	<u>2025</u> USD	<u>2024</u> USD
ASSETS			
Current asset			
Prepayments	7	<u>131</u>	<u>341</u>
Total asset		<u><u>131</u></u>	<u><u>341</u></u>
EQUITY AND LIABILITY			
Equity			
Share capital	8	7,413,000	7,413,000
Accumulated losses		<u>(7,475,810)</u>	<u>(7,470,234)</u>
Total equity		<u><u>(62,810)</u></u>	<u><u>(57,234)</u></u>
Current liability			
Accruals and other payables	9	<u>62,941</u>	<u>57,575</u>
Total equity and liability		<u><u>131</u></u>	<u><u>341</u></u>

These audited financial statements have been approved by the Board of Directors on **21st April 2025** and signed on behalf of the board by:


.....
Director


.....
Director



The notes on pages 10 to 18 form part of these audited financial statements.

Britannia Dairy Holdings Pvt Ltd**Statement of changes in equity**
for the year ended 31 March 2025

	<u>Share capital</u>	<u>Accumulated losses</u>	<u>Total</u>
	USD	USD	USD
At 01 April 2023	7,413,000	(7,465,273)	(52,273)
<i>Total comprehensive loss for the year</i>			
Loss for the year	-	(4,961)	(4,961)
At 31 March 2024	<u>7,413,000</u>	<u>(7,470,234)</u>	<u>(57,234)</u>
At 01 April 2024	7,413,000	(7,470,234)	(57,234)
<i>Total comprehensive loss for the year</i>			
Loss for the year	-	(5,576)	(5,576)
At 31 March 2025	<u>7,413,000</u>	<u>(7,475,810)</u>	<u>(62,810)</u>

The notes on pages 10 to 18 form part of these audited financial statements.

Britannia Dairy Holdings Pvt Ltd

Statement of cash flows
for the year ended 31 March 2025

	<u>2025</u>	<u>2024</u>
	USD	USD
Cash flows from operating activities		
Loss before taxation	(5,576)	(4,961)
<i>Changes in working capital</i>		
Decrease/ (increase) in prepayments	210	(178)
Increase in accruals and other payables	5,366	5,139
Net cash from operating activities	<u>-</u>	<u>-</u>
Net movement in cash and cash equivalents	-	-
Cash and cash equivalents at start of the year	<u>-</u>	<u>-</u>
Cash and cash equivalents at end of the year	<u>-</u>	<u>-</u>

The notes on pages 10 to 18 form part of these audited financial statements.

Britannia Dairy Holdings Pvt Ltd

Notes to and forming part of the audited financial statements

for the year ended 31 March 2025

1. General information

Britannia Dairy Holdings Pvt Ltd (the "Company"), previously known as Britannia New Zealand Holdings Pvt Ltd, is a Company incorporated under the laws of Mauritius on 23 March 2005, as a private company limited by shares, regulated and licensed by the Financial Services Commission of Mauritius (the "FSC"). It held a Category 2 Global Business Licence ("GBC 2") under the Financial Services Act 2007. Being the holder of a GBC 2 licence issued by the FSC, the Company was subject to the provisions of the Financial Services (Authorised Company) Rules 2018 and the Financial Services (Consolidated Licensing and Fees) (Amendment) Rules 2018 (the "Rules") enacted by the FSC and coming into operation on 01 October 2018 for purposes of the phasing out of the GBC 2 regime and its conversion into the Authorised Company regime which is regulated under Section 71A of the Financial Services Act 2007 ("Authorised Company").

A transitional phase had been introduced with different timelines for the transition from GBC 2 to Authorised Company depending on whether the Company had been licensed by the FSC as a GBC 2 before or after 16 October 2017. The Company changed its legal regime to that of an Authorised Company on 30 June 2021.

The registered office and main place of business of the Company is 6th Floor, Two Tribeca, Tribeca Central, Trianon 72261, Republic of Mauritius (previously 4th Floor, 19 Bank Street, Cybercity, Ebène 72201, Republic of Mauritius).

The main activity of the Company is to hold 'Dairy Trademarks' as described in note 6 to the financial statements.

2. Basis of preparation

(a) Basis of preparation of financial statements

The Company's financial statements comply with the requirements of the IFRS Accounting Standards and interpretations adopted by the International Accounting Standards Board ("IASB").

(b) Basis of measurement

The financial statements have been prepared under the historical cost basis, except for financial assets and financial liabilities measured at fair value through profit or loss ('FVTPL').

(c) Functional and presentation currency

The Company's financial statements are presented in United States Dollar ("USD") which is the Company's functional currency.

3. Use of estimates and judgements

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Britannia Dairy Holdings Pvt Ltd

Notes to and forming part of the audited financial statements
for the year ended 31 March 2025

4. Material accounting policies

(a) New standards, interpretations and amendments to published standards

There has been amendments and interpretations that have become effective for the current year. The Company has adopted the following new and amended IFRS Accounting Standards:

New standards or amendments	Effective date
Classification of liabilities as Current or Non-Current and Non-current Liabilities with Covenants - Amendments to IAS 1 <i>Presentation of Financial Statements</i>	1 January 2024
Amendments to IAS 7 <i>Statement of Cash Flows</i> and IFRS 7 <i>Financial Instruments: Disclosures - Supplier Finance Arrangements</i>	1 January 2024

(b) Standards, amendments and interpretations that are not yet effective

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning on or after 1 January 2025 and have not been applied in preparing these financial statements. Those which may be relevant to the Company are set out below. The Company does not plan to adopt these standards early. These will be adopted in the year that they become mandatory unless otherwise indicated:

New standards or amendments	Effective date
Lack of Exchangeability - Amendments to IAS 21 <i>The Effects of Changes in Foreign Exchange Rates</i>	1 January 2025
Amendments to the Classification and Measurement of Financial Instruments - Amendments to IFRS 9 <i>Financial Instruments</i> and IFRS 7 <i>Financial Instruments: Disclosures</i>	1 January 2026
Annual Improvements to IFRS Accounting Standards - Amendments to: <ul style="list-style-type: none"> • IFRS 1 First-time Adoption of International Financial Reporting Standards; • IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7; • IFRS 9 Financial Instruments; and • IAS 7 Statement of Cash flows 	1 January 2026
Presentation and Disclosures in Financial Statements - IFRS 18	1 January 2027

(c) 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.

(i) Recognition and initial measurement

Financial assets and liabilities at fair value through profit or loss are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument. Other financial assets and liabilities are recognised on the date they are originated.

A financial asset or financial liability is measured initially at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

Britannia Dairy Holdings Pvt Ltd

Notes to and forming part of the audited financial statements
for the year ended 31 March 2025

4. Material accounting policies (continued)

(c) Financial instruments (continued)

(ii) Classification

Financial assets and financial liabilities

On initial recognition, a financial asset is classified as measured at: amortised cost or FVTPL.

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:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI").

The Company did not hold any financial assets measured at amortised cost at the reporting date.

Financial liabilities at amortised cost

The Company classifies accruals and other payables as financial liabilities at amortised cost on initial recognition.

(iii) Subsequent measurement

Category	Subsequent measurement
Financial liabilities at amortised cost	The Company classifies its accruals and other payables as financial liabilities at amortised cost and are subsequently measured at effective cost using the effective interest rate ("EIR") method.

Derecognition of financial assets and liabilities

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognised as a separate asset or liability.

The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expired.

(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 has a legal right to offset the amounts and it intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

There is no offsetting of financial instruments applied as on reporting in the statement of financial position.

Britannia Dairy Holdings Pvt Ltd

Notes to and forming part of the audited financial statements for the year ended 31 March 2025

4. Material accounting policies (continued)

(d) Intangible assets

An intangible asset is an identifiable non-monetary asset without physical substance.

Intangible assets such as Trademark, meeting the relevant recognition criteria are initially measured at cost and amortised on a systematic basis over their estimated useful lives. Acquired trademarks are carried at cost less accumulated amortisation and impairment. Trademarks with indefinite lives are not amortised but are reviewed annually for impairment. Other trademarks are amortised on a straight-line basis over their remaining useful lives, consistent with the pattern of economic benefits expected to be received, which do not exceed 20 years. Any impairments of trademarks are recognised in the income statement but increases in trademark values are not recognised.

(e) Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the recoverable amount of assets is below the carrying amount. In case that the carrying value of an asset exceeds its recoverable amount, the Company recognises the impairment in the statement of profit or loss and other comprehensive income.

(f) Revenue

The Company recognises revenue based on the following principles:

- (i) Identify the contract(s) with a customer;
- (ii) Identify the performance obligations in the contract;
- (iii) Determine the transaction price;
- (iv) Allocate the transaction price to the performance obligations in the contract;
- (v) Recognise revenue when (or as) the entity satisfies a performance obligation.

Royalties are recognised when contractual performance obligations are satisfied.

The Company did not derive income from royalties during the year.

(g) Provisions

A provision is recognised if, as a result of past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

(h) Expenses

Expenses are accounted under the accrual basis.

(i) Prepayments

Prepayments are stated at cost or fair value where such value can be reliably estimated.

(j) Accruals and other payables

Accruals and other payables are recognised initially at cost and subsequently measured at amortised cost using the EIR method, unless this is not appropriate, in which case they are measured at cost.

Britannia Dairy Holdings Pvt Ltd

Notes to and forming part of the audited financial statements *for the year ended 31 March 2025*

4. Material accounting policies (continued)

(k) Share capital

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.

(l) Related parties

Related parties are individuals and companies where the individual or Company has the ability, directly or indirectly to control the other party or exercise significant influence over the party in making financial and operating decisions.

(m) 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 end of the reporting period are retranslated 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 period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the reporting period.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of available-for-sale equity instruments, which are recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

(n) Critical accounting judgement and assumption when applying the Company's accounting policies

In the process of applying the Company's accounting policies, which are described in note 2, the directors have made the following judgement and assumption that have the most significant effect on the amounts recognised in the financial statements:

Going Concern

At 31 March 2025, the Company's total liabilities exceeded its total assets by **USD 62,810** (2024: USD 57,234). The directors have made an assessment of the Company's ability to continue as a going concern and are satisfied that the Company has the support of its shareholder to continue in business for the foreseeable future. Furthermore, the directors are not aware of any material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern (refer to note 14).

5. Taxation

The Company is an Authorised Company and is considered as non-resident for treaty purposes. However, it should exchange information if the agreement so provides. The Company shall submit a return as prescribed in the Income Tax Act.

Britannia Dairy Holdings Pvt Ltd**Notes to and forming part of the audited financial statements**
*for the year ended 31 March 2025***6. Intangible asset**

Intangible asset consists of a trademark that had been assigned to the Company on 31 March 2005. The directors had estimated the useful life of the asset to be of 20 years. The intangible asset was being amortised over its estimated useful life using the straight-line method. The Holding Company was in the process to expand its Dairy operations in India. A significant amount of Capital Expenditure had been planned with regards to the Integrated Food Park project in Maharashtra. However, since the plans are fluid with respect to the usage of the brand and there is considerable uncertainty as to when economic benefits would be derived, the directors decided to amortise the intangible asset to the full extent of its remaining useful life at 31 March 2020.

7. Prepayments

	<u>2025</u>	<u>2024</u>
	USD	USD
Fees and expenses	<u>131</u>	<u>341</u>
	<u>131</u>	<u>341</u>

8. Share capital

	<u>2025</u>	<u>2024</u>
	USD	USD
<i>Authorised and issued</i>		
Ordinary shares fully paid (2024: 2,000 ordinary shares) of USD 1 each issued	2,000	2,000
Class C shares fully paid (2024: 7,411,000 Class C shares) of USD 1 each issued	<u>7,411,000</u>	<u>7,411,000</u>
	<u>7,413,000</u>	<u>7,413,000</u>

The ordinary shares confer the following rights:

- (a) the right to receive notice of and to vote at any meeting of the shareholders, with each ordinary share having one vote;
- (b) an equal right on the distribution of income and capital as amongst themselves; and
- (c) in a winding, up shall have the rights set out in paragraph 23 of the constitution.

The Class "C" shares have the following rights:

- (a) the Class "C" shares will confer on the holder thereof the right to receive, as and when declared by the board out of funds legally available thereof, a dividend (cash or otherwise), provided however that such right to dividend shall be subject to payment of dividend to holders of equity shares carrying voting rights at such rate as may be deemed appropriate by the Board;
- (b) each member holding Class "C" shares shall be entitled to receive notice of an attend meeting of members, but this right shall not confer on such members the right to vote on any resolution or other matter affecting the Company except on a resolution to terminate and dissolve the Company and on a resolution to vary the rights of the Class "C" shares; and
- (c) in a winding up, the holders of the Class "C" shares shall not be entitled for repayment of the capital paid on the Class "C" shares but shall be entitled to participate in the distribution of surplus assets pari passu with the ordinary shares in accordance with paragraph 23 of the constitution.

Britannia Dairy Holdings Pvt Ltd

Notes to and forming part of the audited financial statements
for the year ended 31 March 2025

9. Accruals and other payables

	<u>2025</u>	<u>2024</u>
	USD	USD
Accruals	5,722	7,223
Payable to related party (note 11)	<u>57,219</u>	<u>50,352</u>
	<u><u>62,941</u></u>	<u><u>57,575</u></u>

10. Financial risk management

Overview

This note presents information about the Company's exposure to financial risk, the Company's objectives, policies and processes for measuring and managing risks, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

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

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'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 validity of this assumption depends on the continued support of the parent as the Company is in a net current liability position. The directors are of the opinion that this support will be forthcoming over the next reporting period.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the reporting date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

At 31 March 2025	Carrying amount	Less than 1 year
<i>Non-derivative financial instruments</i>	USD	USD
Accruals and other payables	<u>62,941</u>	<u>62,941</u>
	<u><u>62,941</u></u>	<u><u>62,941</u></u>

Britannia Dairy Holdings Pvt Ltd

Notes to and forming part of the audited financial statements
for the year ended 31 March 2025

10. Financial risk management (continued)

Liquidity risk (continued)

At 31 March 2024	Carrying amount	Less than 1 year
<i>Non-derivative financial instruments</i>	USD	USD
Accruals and other payables	57,575	57,575
	<u>57,575</u>	<u>57,575</u>

Financial instruments not measured at fair value

The following table sets out the fair values of financial instruments not measured at fair value and analyses it by the level in the fair value hierarchy into which each fair value measurement is categorized:

31 March 2025	Level 1	Level 2	Level 3	Total
	USD	USD	USD	USD
<i>Financial liabilities</i>				
Accruals and other payables	-	-	62,941	62,941
31 March 2024	Level 1	Level 2	Level 3	Total
	USD	USD	USD	USD
<i>Financial liabilities</i>				
Accruals and other payables	-	-	57,575	57,575

Capital risk management

The Company's objective when managing capital are to safeguard the Company's ability to continue as going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust dividend payments to shareholders, return capital to shareholders or issue new shares.

Britannia Dairy Holdings Pvt Ltd

Notes to and forming part of the audited financial statements
for the year ended 31 March 2025

11. Related party disclosures

During the year under review, the Company transacted with related parties. Details of the nature, volume of transactions and balances with the related parties are as follows:

<u>Name of related parties</u>	<u>Relationship</u>	<u>Nature of transactions</u>	<u>Volume of transactions</u>	<u>Closing balance Receivables/(payables)</u>	
				2025	2024
			USD	USD	USD
Britannia and Associates (Mauritius) Pvt Ltd	Related company	Expenses paid on behalf	(6,867)	(57,219)	(50,352)
Apex Fund Services (Mauritius) Ltd	Administrator	Accounting, directors and registered office fees	3,287	(4,088)	(4,089)

The directors of the Company are also key management personnel of the Company.

12. Holding and ultimate holding company

The directors consider Britannia Industries Limited, a Company incorporated in India and a Company listed on the National Stock Exchange of India, as the ultimate holding company.

13. Consolidated financial statements

The holding company, Britannia Industries Limited, prepares consolidated financial statements, for public use, in accordance with Indian GAAP. Its registered office is at 5/1A Hungerford Street, Kolkata - 700 017 West Bengal, India. Difference in figures, if any, between IFRS and Indian GAAP is deemed to be immaterial.

14. Going Concern

At 31 March 2025, the Company's total liabilities exceeded its total assets by **USD 62,810** (2024: USD 57,234). The financial statements have been prepared on the going concern basis, which assumes that the Company will continue in operational existence for the foreseeable future. The validity of this assumption depends on the continued support of the parent as the Company is in a net current liability position. The directors are of the opinion that this support will be forthcoming over the next year and have obtained a letter of support dated 01 April 2024 to this effect from its holding company. They therefore believe that it is appropriate for the financial statements to be prepared on the going concern basis.

15. Events after the reporting date

The Directors are not aware of material events since the end of the reporting period which would require disclosure or adjustment to the financial statements for the year ended 31 March 2025.