

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

FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2025

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. Mahmad 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
VAT registration number	Not registered
Corporate tax registration number	104914206800001

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 - 38

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

DIRECTORS' REPORT YEAR ENDED 31 MARCH 2025

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 2025.

Principal business activity

The principal business activity of the Company is investment holding.

Business review and financial results

The Company generated revenue of USD 3,931,721/- (2024: USD 375,653/-) and earned a net profit of **USD 3,928,794/-** (2024: USD 178,196/-) during the year ended 31 March 2025.

Dividends

The Company declared and paid dividends of USD 1 million representing 4.028% (USD 0.10968/- per equity share) of the share capital in accordance to the board resolution dated 16 July 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 2025 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	24,825,955	100%
(9,117,332 shares of AED 10/- each)	<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.



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**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 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 material accounting policy information and other explanatory notes.

In our opinion, the accompanying financial statements present fairly, in all material respects, 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) 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.

Other Matter

We draw attention to the fact the Company has also prepared consolidated financial statements in accordance with International Financial Reporting Standards. These consolidated financial statements are presented separately and do not form part of these standalone financial statements. Our audit was conducted solely on the standalone financial statements of the Company, and our opinion does not extend to the consolidated financial statements.

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.



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**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

Avinash Jagetiya
Registration Number 5506
United Arab Emirates
05 May, 2025



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
YEAR ENDED 31 MARCH 2025**

		31 March 2025 USD	31 March 2024 USD (As restated)
REVENUE	4	3,931,721	375,653
Cost of revenue	5	<u>-</u>	<u>(145,077)</u>
GROSS PROFIT		3,931,721	230,576
Other income	6	40,744	-
Administrative expenses	7	<u>(22,961)</u>	<u>(47,775)</u>
OPERATING PROFIT		3,949,504	182,801
Finance costs	8	<u>(5,804)</u>	<u>(4,605)</u>
PROFIT FOR THE YEAR BEFORE TAX		3,943,700	178,196
Tax expense	9	<u>(14,906)</u>	-
NET PROFIT AFTER TAX		3,928,794	178,196
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>3,928,794</u>	<u>178,196</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 2025**

	Note	31 March 2025 USD	31 March 2024 USD (As restated)
ASSETS			
NON-CURRENT ASSETS			
Investment in subsidiaries	10	<u>19,533,151</u>	<u>19,338,451</u>
		<u>19,533,151</u>	<u>19,338,451</u>
CURRENT ASSETS			
Loan receivables	11	<u>3,000,000</u>	<u>3,000,000</u>
Accounts receivable and prepayments	12	<u>291,961</u>	<u>70,675</u>
Cash and cash equivalents	13	<u>2,904,214</u>	<u>172,264</u>
		<u>6,196,175</u>	<u>3,242,939</u>
TOTAL ASSETS		<u><u>25,729,326</u></u>	<u><u>22,581,390</u></u>
EQUITY AND LIABILITIES			
SHAREHOLDER'S EQUITY			
Share capital	14	<u>24,825,955</u>	<u>24,825,955</u>
Share premium	15	<u>199,730</u>	<u>199,730</u>
Retained earnings	16	<u>457,432</u>	<u>(2,471,362)</u>
TOTAL EQUITY		<u><u>25,483,117</u></u>	<u><u>22,554,323</u></u>
CURRENT LIABILITIES			
Accounts payable and accruals	17	<u>246,209</u>	<u>27,067</u>
Due to holding company	18	<u>-</u>	<u>-</u>
		<u>246,209</u>	<u>27,067</u>
TOTAL EQUITY AND LIABILITIES		<u><u>25,729,326</u></u>	<u><u>22,581,390</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.

Approved by the Board on 05 May, 2025

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

Nusli Neville Wadia
DIRECTOR



VARUN BERRY

Varun Berry
DIRECTOR

Page 7 of 38

Mahmad Hayder Amiran
DIRECTOR



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

STATEMENT OF CHANGES IN EQUITY YEAR ENDED 31 MARCH 2025

	Share Capital USD	Share Premium USD	Retained Earnings USD	Total USD
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
Profit for the year	-	-	3,928,794	3,928,794
Dividends	-	-	(1,000,000)	(1,000,000)
As at 31.03.2025	<u>24,825,955</u>	<u>199,730</u>	<u>457,432</u>	<u>25,483,117</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 CASH FLOWS YEAR ENDED 31 MARCH 2025

	31 March 2025 USD	31 March 2024 USD (As restated)
OPERATING ACTIVITIES		
Profit for the year before tax	3,943,700	178,196
Adjustments for:		
Provision for doubtful debts	4,767	2,287
Interest income	(296,495)	(375,653)
Dividend income	(3,675,970)	-
Interest expense	-	145,077
	(23,998)	(50,093)
Changes in operating assets and liabilities -		
Increase in accounts receivable and prepayments	-	(2,500)
Increase/(decrease) in related parties balances	200,690	(930,503)
Increase/(decrease) in holding company current account	8,092	-
Increase in accounts payable and accruals	3,430	2,858
Net cash from/(used in) operating activities (A)	188,214	(980,238)
INVESTING ACTIVITIES		
Loan repayment from subsidiaries	-	2,000,000
Interest received on loans to subsidiaries	29,955	825,063
Interest received on fixed deposits with bank	32,511	-
Dividend received from subsidiaries	3,675,970	-
Investment in subsidiaries	(194,700)	(391,728)
Repayment of non reciprocal contribution	-	3,735,079
Net cash from investing activities (B)	3,543,736	6,168,414
FINANCING ACTIVITIES		
Loan repayment to holding company	-	(5,000,000)
Interest payment on loan from holding company	-	(159,557)
Dividends paid	(1,000,000)	-
Net cash used in financing activities (C)	(1,000,000)	(5,159,557)
Net increase in cash and cash equivalents (A+B+C)	2,731,950	28,619
Cash and cash equivalents at beginning of the year	172,264	143,645
Cash and cash equivalents at end of the year	2,904,214	172,264

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 2025

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 the investment in the subsidiaries are stated at cost, less impairment losses, if any. These financial statements do not include the operating results and financial position of the subsidiaries. The Company has also prepared consolidated financial statements in accordance with International Financial Reporting Standards (IFRS).

b) Accounting year

These financial statements relate to the year from 01 April 2024 to 31 March 2025.

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 25.

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

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.

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

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.

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

Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7 - 01 January 2026

Annual Improvements to IFRS Accounting Standards Volume 11 - 01 January 2026

Power Purchase Agreements – Amendments to IFRS 9 and IFRS 7 - 01 January 2026

IFRS 18 – Presentation and Disclosure in Financial Statements - 01 January 2027

IFRS 19 - Subsidiaries without Public Accountability: Disclosures - 01 January 2027

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 of America. 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 2025

3 MATERIAL ACCOUNTING POLICIES

The material 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 2025

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 2025

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 2025

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 2025

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 2025

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 2025

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.

o) **Current and deferred tax**

The current tax is calculated based on the taxable profit for the period, using the tax rates enacted or substantively enacted by the reporting date. Deferred tax is recognized on the temporary differences between carrying amounts of assets and liabilities in the financial statements and their corresponding tax bases.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized. Deferred tax liabilities are generally recognized for all taxable temporary differences.

Current and deferred tax is measured using the tax rate and laws enacted or substantively enacted by the balance sheet date. Current tax assets and liabilities are offset if there is a legally enforceable right to offset and management intends to settle on a net basis. Deferred tax assets and liabilities are presented net if the Company has a legally enforceable right to set off current tax assets against the current tax liabilities. They relate to the taxes levied by the same taxation authority on the same taxable entity.

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

	31 March 2025 USD	31 March 2024 USD
4 REVENUE		
Interest income	255,751	375,653
Dividends from subsidiaries	<u>3,675,970</u>	<u>-</u>
	<u><u>3,931,721</u></u>	<u><u>375,653</u></u>
5 COST OF REVENUE		
Interest expenses	<u>-</u>	<u>145,077</u>
	<u><u>-</u></u>	<u><u>145,077</u></u>
6 OTHER INCOME		
Interest income on fixed deposits with bank	<u>40,744</u>	<u>-</u>
	<u><u>40,744</u></u>	<u><u>-</u></u>
7 ADMINISTRATIVE EXPENSES		(As restated)
Lease, legal and professional expenses	18,194	45,488
Provision for doubtful debts	<u>4,767</u>	<u>2,287</u>
	<u><u>22,961</u></u>	<u><u>47,775</u></u>
8 FINANCE COSTS		
Bank charges	<u>5,804</u>	<u>4,605</u>
	<u><u>5,804</u></u>	<u><u>4,605</u></u>

9 TAX EXPENSE

• The UAE Ministry of Finance introduced Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses (Corporate Tax Law or the Law) on 09 December 2022, establishing a Corporate Tax (CT) regime in the UAE. The Corporate Tax (CT) regime became effective for accounting periods beginning on or after 01 June 2023. Cabinet of Ministers Decision No. 116 of 2022, which is generally understood to have taken effect on 16 January 2023, established the taxable income threshold at which the 0% UAE CT rate applies, with the 9% UAE CT rate applying to income exceeding this threshold of AED 375,000. This is regarded to constitute the enactment of the UAE Corporate Tax Law for the purposes of IAS 12, which sets the framework for accounting for income taxes.

• Current taxes are required to be measured based on the expected amount payable or recoverable from tax authorities, taking into account the tax rates and laws that have been enacted or substantively enacted by the end of the reporting period. As the Company is anticipated to incur tax liabilities in accordance with the provisions of the UAE CT Law on its operational results from 01 April 2024, current taxes have been accounted for in the financial statements for the period 01 April 2024 to 31 March 2025.

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

TAX EXPENSE CONTINUED....

- The key components of income tax expense in the statement of profit or loss include:

	31 March 2025 USD	31 March 2024 USD
Current tax expense	14,906	-
Deferred tax expense	-	-
Total tax expense	<u>14,906</u>	<u>-</u>

- Reconciliation of income tax expense

	31 March 2025 USD	31 March 2024 USD
Profit before tax	3,943,700	178,196
Less dividend income	<u>(3,675,970)</u>	-
Taxable income	267,730	-
Current tax at 9% for taxable profit exceeding AED 375,000	<u>165,620</u>	-
Total tax expense	14,906	-

10 INVESTMENT IN SUBSIDIARIES

Opening balance	19,338,451	22,681,802
Addition during the year	194,700	391,728
Less: Repayment of non reciprocal contribution	-	<u>(3,735,079)</u>
Closing balance (refer note 10.1)	<u>19,533,151</u>	<u>19,338,451</u>

(Note 10.1 continued on next page)

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

INVESTMENT IN SUBSIDIARIES CONTINUED....

10.1 Investment made in the following Subsidiary Companies:

Name of the Company	Country of incorporation	Type of shares held	Percentage holding	USD	USD
				31 March 2025	31 March 2024
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	-	-	-	-
Strategic Brands Holding Co. Ltd.	UAE	Ordinary	100%	4,279,763	4,279,763
Britannia Egypt LLC	Egypt	Ordinary	99% #	742,500	742,500
Strategic Foods Uganda Ltd	Uganda	Ordinary	99% @@	262,350	262,350
Kenafric Biscuits Limited	Kenya	Ordinary	51%	1,512,773	1,318,073
Catalyst Britannia Brands Limited	Mauritius	Ordinary	100%	181,930	181,930
TOTAL INVESTMENT IN SUBSIDIARIES				19,533,151	19,338,451

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 2025

INVESTMENT IN SUBSIDIARIES CONTINUED....

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

	31 March 2025 USD	31 March 2024 USD
Summary statement of financial position :		
Non-current assets	4,734,544	4,794,763
Current assets	6,212,211	5,876,842
Total assets	10,946,755	10,671,605
Equity	239,599	(1,481,921)
Non-current liabilities	5,775,611	5,681,046
Current liabilities	4,931,545	6,472,480
Total equity and liabilities	10,946,755	10,671,605
Equity attributable:		
-To the Holding Company	224,073	(1,385,893)
-To the non-controlling interest	15,526	(96,028)
	239,599	(1,481,921)
Summary statement of profit or loss and other comprehensive income :		
Revenue	30,037,144	27,942,834
Other income	46,938	31,992
Profit for the year	1,721,520	988,930
Other comprehensive income	-	-
Total comprehensive income for the year	1,721,520	988,930
Profit attributable:		
-To the Holding Company	1,609,966	924,847
-To the non-controlling interest	111,554	64,083
	1,721,520	988,930

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

INVESTMENT IN SUBSIDIARIES CONTINUED....

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

	31 March 2025 USD	31 March 2024 USD
Summary statement of financial position :		
Non-current assets	6,941,162	12,239,108
Current assets	26,116,895	15,115,936
Total assets	<u>33,058,057</u>	<u>27,355,044</u>
Equity	16,279,391	12,871,804
Non-current liabilities	1,932,464	2,032,203
Current liabilities	14,846,202	12,451,037
Total equity and liabilities	<u>33,058,057</u>	<u>27,355,044</u>
Equity attributable:		
-To the Holding Company	16,279,391	12,871,804
-To the non-controlling interest	-	-
	<u>16,279,391</u>	<u>12,871,804</u>
Summary statement of profit or loss and other comprehensive income :		
Revenue	59,133,368	53,642,988
Other income	248,041	217,670
Profit for the year	7,086,337	4,744,619
Other comprehensive income	-	-
Total comprehensive income for the year	<u>7,086,337</u>	<u>4,744,619</u>
Profit attributable:		
-To the Holding Company	7,086,337	4,744,619
-To the non-controlling interest	-	-
	<u>7,086,337</u>	<u>4,744,619</u>

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

INVESTMENT IN SUBSIDIARIES CONTINUED....

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

	31 March 2025 USD	31 March 2024 USD
Summary statement of financial position :		
Non-current assets	7,614	8,179
Current assets	681	681
Total assets	<u>8,295</u>	<u>8,860</u>
Equity	(1,855)	(1,290)
Non-current liabilities	-	-
Current liabilities	10,150	10,150
Total equity and liabilities	<u>8,295</u>	<u>8,860</u>
Equity attributable:		
-To the Holding Company	(1,855)	(1,290)
-To the non-controlling interest	-	-
	<u>(1,855)</u>	<u>(1,290)</u>
Summary statement of profit or loss and other comprehensive income :		
Revenue	-	-
Other income	-	-
Profit for the year	-	-
Other comprehensive loss	(565)	(1,022)
Total comprehensive loss for the year	<u>(565)</u>	<u>(1,022)</u>
Loss attributable:		
-To the Holding Company	(565)	(1,022)
-To the non-controlling interest	-	-
	<u>(565)</u>	<u>(1,022)</u>

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

INVESTMENT IN SUBSIDIARIES CONTINUED....

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

	31 March 2025 USD	31 March 2024 USD
Summary statement of financial position :		
Non-current assets	-	-
Current assets	<u>684,480</u>	<u>694,752</u>
Total assets	<u><u>684,480</u></u>	<u><u>694,752</u></u>
Equity	586,213	592,235
Non-current liabilities	-	-
Current liabilities	<u>98,267</u>	<u>102,517</u>
Total equity and liabilities	<u><u>684,480</u></u>	<u><u>694,752</u></u>
Equity attributable:		
-To the Holding Company	580,351	586,313
-To the non-controlling interest	<u>5,862</u>	<u>5,922</u>
	<u><u>586,213</u></u>	<u><u>592,235</u></u>
Summary statement of profit or loss and other comprehensive income :		
Revenue	1,418,509	2,101,551
Other income	-	-
Profit for the year	31,415	110,626
Other comprehensive loss	<u>(37,437)</u>	<u>(184,664)</u>
Total comprehensive loss for the year	<u><u>(6,022)</u></u>	<u><u>(74,038)</u></u>
Loss attributable:		
-To the Holding Company	(5,962)	(73,298)
-To the non-controlling interest	<u>(60)</u>	<u>(740)</u>
	<u><u>(6,022)</u></u>	<u><u>(74,038)</u></u>

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

INVESTMENT IN SUBSIDIARIES CONTINUED....

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

	31 March 2025 USD	31 March 2024 USD
Summary statement of financial position :		
Non-current assets	-	-
Current assets	245,442	344,983
Total assets	<u>245,442</u>	<u>344,983</u>
Equity	243,252	247,437
Non-current liabilities	-	-
Current liabilities	2,190	97,546
Total equity and liabilities	<u>245,442</u>	<u>344,983</u>
Equity attributable:		
-To the Holding Company	240,819	244,963
-To the non-controlling interest	2,433	2,474
	<u>243,252</u>	<u>247,437</u>
Summary statement of profit or loss and other comprehensive income :		
Revenue	-	114,298
Other income	-	-
Loss for the year	(4,185)	(51,078)
Other comprehensive income	-	-
Total comprehensive loss for the year	<u>(4,185)</u>	<u>(51,078)</u>
Loss attributable:		
-To the Holding Company	(4,143)	(50,567)
-To the non-controlling interest	(42)	(511)
	<u>(4,185)</u>	<u>(51,078)</u>

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

INVESTMENT IN SUBSIDIARIES CONTINUED....

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

	31 March 2025 USD	31 March 2024 USD
Summary statement of financial position :		
Non-current assets	1,310,731	1,449,115
Current assets	1,467,727	1,398,992
Total assets	<u>2,778,458</u>	<u>2,848,107</u>
Equity	723,267	923,730
Non-current liabilities	40,877	65,806
Current liabilities	2,014,314	1,858,571
Total equity and liabilities	<u>2,778,458</u>	<u>2,848,107</u>
Equity attributable:		
-To the Holding Company	368,866	471,102
-To the non-controlling interest	354,401	452,628
	<u>723,267</u>	<u>923,730</u>
Summary statement of profit or loss and other comprehensive income :		
Revenue	4,646,515	3,002,927
Other income	33,204	15,511
Loss for the year	(598,912)	(996,092)
Other comprehensive income/(loss)	16,684	(41,879)
Total comprehensive loss for the year	<u>(582,228)</u>	<u>(1,037,971)</u>
Loss attributable:		
-To the Holding Company	(296,936)	(529,365)
-To the non-controlling interest	(285,292)	(508,606)
	<u>(582,228)</u>	<u>(1,037,971)</u>

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

INVESTMENT IN SUBSIDIARIES CONTINUED....

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

	31 March 2025 USD	31 March 2024 USD
Summary statement of financial position :		
Non-current assets	2	2
Current assets	488	741
Total assets	<u>490</u>	<u>743</u>
Equity	(19,697)	(11,022)
Non-current liabilities	-	-
Current liabilities	20,187	11,765
Total equity and liabilities	<u>490</u>	<u>743</u>
Equity attributable:		
-To the Holding Company	(19,697)	(11,022)
-To the non-controlling interest	-	-
	<u>(19,697)</u>	<u>(11,022)</u>
Summary statement of profit or loss and other comprehensive income :		
Revenue	-	-
Other income	-	-
Loss for the period	(8,675)	(2,818)
Other comprehensive income	-	-
Total comprehensive loss for the period	<u>(8,675)</u>	<u>(2,818)</u>
Loss attributable:		
-To the Holding Company	(8,675)	(2,818)
-To the non-controlling interest	-	-
	<u>(8,675)</u>	<u>(2,818)</u>

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

	31 March 2025 USD	31 March 2024 USD
11 LOAN RECEIVABLES		
Opening balance	3,000,000	5,000,000
Less: Repaid during the year	-	(2,000,000)
Closing balance	<u>3,000,000</u>	<u>3,000,000</u>

*Represents loan due from following Subsidiary

Al Sallan Food Industries Co. SAOC, Oman	3,000,000	3,000,000
	<u>3,000,000</u>	<u>3,000,000</u>

*Interest is accrued on the above @6.18% to 6.40% p.a. (2024: @6.18% to 6.40% p.a.).

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.

12 ACCOUNTS RECEIVABLE AND PREPAYMENTS		(As restated)
Due from related parties*	291,587	65,675
Less: allowance for doubtful debts	(8,540)	(3,773)
	<u>283,047</u>	61,902
Holding company current account	-	8,092
Interest accrued on fixed deposits with bank	8,233	-
Prepayments	681	681
	<u>291,961</u>	<u>70,675</u>

*The details of due from related parties are as follows:

Strategic Brands Holding Co. Ltd.	10,150	10,150
Strategic Foods International Co. LLC, Dubai	-	4,651
Al Sallan Food Industries Co. SAOC	272,897	47,101
Catalyst Britannia Brands Limited	8,540	3,773
	<u>291,587</u>	<u>65,675</u>

As at 31 March, the reconciliation of the allowance for doubtful debts is as given below:

	USD	USD
Opening balance	3,773	1,486
Provision for the year	4,767	2,287
Balance at the end of the year	<u>8,540</u>	<u>3,773</u>

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

	31 March 2025 USD	31 March 2024 USD
13 CASH AND CASH EQUIVALENTS		
Balances in current accounts with bank	304,214	172,264
Fixed deposits with bank	2,600,000	-
	2,904,214	172,264
14 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	24,825,955	24,825,955
(9,117,332 shares of AED 10/- each)	24,825,955	24,825,955
15 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.		
16 RETAINED EARNINGS		
Balance brought forward	(2,471,362)	(2,649,558)
Profit for the year	3,928,794	178,196
Dividends	(1,000,000)	-
	457,432	(2,471,362)
17 ACCOUNTS PAYABLE AND ACCRUALS		
Due to related parties	200,806	-
Provision for corporate tax	14,906	-
Accruals	30,497	27,067
	246,209	27,067
*The details of due to related parties are as follows:		
Strategic Foods International Co. LLC, Dubai	12,806	-
Strategic Foods Uganda Ltd.	188,000	-
	200,806	-



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

	31 March 2025 USD	31 March 2024 USD
18 DUE TO HOLDING COMPANY		
Opening balance	-	5,000,000
Addition during the year	-	-
Repayment during the year	-	(5,000,000)
Closing balance	-	-

Due to the holding company is unsecured, interest accrued at 0% (2024: 6.13% to 6.35% p.a.).

19 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.

Significant transactions with related parties are as follows:-

	31 March 2025 USD	31 March 2024 USD
<u>Subsidiaries</u>		
Interest income (note 4)	255,751	375,653
Dividend income from subsidiaries (note 4)	3,675,970	-
Provision for doubtful debts (note 7)	4,767	2,287
<u>Holding Company</u>		
Interest expenses (note 5)	-	145,077

Significant balances with related parties are as follows:-

	31 March 2025 USD	31 March 2024 USD
Investment in subsidiaries (note 10)	19,533,151	19,338,451
Loan receivables (note 11)	3,000,000	3,000,000
Due from related parties (note 12)	291,587	65,675
Due to related parties (note 17)	200,806	-
Holding Company current account (note 12)	-	8,092



BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

20 FINANCIAL INSTRUMENTS

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

	31 March 2025 USD (At amortised cost)	31 March 2024 USD
Financial assets		
Due from related parties, net	283,047	61,902
Interest accrued on fixed deposits with bank	8,233	-
Holding company current account	-	8,092
Balances in current accounts with bank	304,214	172,264
Fixed deposits with bank	2,600,000	-
Loan receivables	3,000,000	3,000,000
	<u>6,195,494</u>	<u>3,242,258</u>
Financial liabilities		
Due to related parties	200,806	-
Accruals	30,497	27,067
Provision for corporate tax	14,906	-
	<u>246,209</u>	<u>27,067</u>

21 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.

22 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.

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES CONTINUED....

No changes were made in the risk management obligation and policies during the years ended 31 March 2025 and 31 March 2024. The Company's financial risk management processes and policies relating to these risks are discussed in detail below:

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 2025 USD	31 March 2024 USD
Due from related parties, net	283,047	61,902
Interest accrued on fixed deposits with bank	8,233	-
Holding company current account	-	8,092
Fixed deposits with bank	2,600,000	-
Loan receivable	3,000,000	3,000,000
Balances in current accounts with bank	304,214	172,264
	<u>6,195,494</u>	<u>3,242,258</u>

Balances in current accounts with bank and fixed deposits with bank

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

Due from related parties and loan receivable

The exposure to credit risk on due from related parties and loan receivable are 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 2025

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 11). 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/- (2024: USD 30,000/-).

For interest paid on due to the holding company (refer note 18). At the end of the reporting year if the interest rate on such due to the holding company increased/decreased by 1% with all other variables held constant, profit for the year would have been lower/higher by USD Nil/- (2024: USD Nil/-). The loan due to the holding company was fully repaid during the prior 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 2025

MATURITY OF FINANCIAL LIABILITIES

	Up to 12 months	Over 12 months	Total
	USD	USD	USD
Due to related parties	200,806	-	200,806
Provision for corporate tax	14,906	-	14,906
Accruals	30,497	-	30,497
	<u>246,209</u>	<u>-</u>	<u>246,209</u>

31 March 2024

MATURITY OF FINANCIAL LIABILITIES

	Up to 12 months	Over 12 months	Total
	USD	USD	USD
Accruals	27,067	-	27,067
	<u>27,067</u>	<u>-</u>	<u>27,067</u>

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2025

23 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 2025 and year ended 31 March 2024. Capital comprises of share capital, share premium and retained earnings and is measured at USD 25,483,117/- as at 31 March 2024 (2024: USD 22,554,323/-).

24 FAIR VALUES OF FINANCIAL INSTRUMENTS

Financial instruments comprise of financial assets and financial liabilities.

Financial assets consist of due from related parties, interest accrued on fixed deposits with bank, holding company current account, balances in current accounts with bank, fixed deposits with bank and loan receivables. Financial liabilities consist of due to related parties, accruals and provision for corporate tax.

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.

25 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 2025

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 2025

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 receivable and due from related parties

An estimate of the collectible amount of loan receivable and due from related parties are 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 2025, loan receivables were USD 3,000,000/- (2024: USD 3,000,000/-).

As at 31 March 2025, gross due from related parties were USD 291,587/- (2024: USD 65,675/-). Allowance for doubtful debts were USD 8,540/- (2024: USD 3,773/-).

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.

26 **RESTATEMENT OF PRIOR YEAR FIGURES**

The Company restated its financial statements for the prior year ended as of 31 March 2024 on account of a reclassification of balances due from a related party and thereafter recognition of a provision for doubtful debts. These balances were classified as lease, legal and professional expenses and is restated as given below.

In accordance with the requirements of IAS 1 "Presentation of Financial Statements" and IAS 8" Accounting Policies, Changes in Accounting Estimates and Errors", the above items have been recorded retrospectively and accordingly balances in the financial statements for the prior year figures as at 31 March 2024 have been restated as follows:

BRITANNIA AND ASSOCIATES (DUBAI) PVT. COMPANY LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 MARCH 2025**

RESTATEMENT OF PRIOR YEAR FIGURES CONTINUED....

	As previously reported	Restatement	As restated
	USD	USD	USD
<i>Statement of financial position</i>			
<i>As at 31 March 2024</i>			
CURRENT ASSETS			
Due from related parties	61,902	3,773	65,675
Less: allowance for doubtful debts	-	(3,773)	(3,773)
	61,902	-	61,902
<i>Statement of profit or loss and other comprehensive income</i>			
<i>For the year ended 31 March 2024</i>			
Lease, legal and professional expenses	47,775	(2,287)	45,488
Provision for doubtful debts	-	2,287	2,287

27 COMPARATIVE FIGURES

Previous year figures are from 01 April 2023 to 31 March 2024 and have been regrouped/reclassified wherever necessary, to conform to the presentation adopted in the current year.

28 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

Varun Berry
DIRECTOR

Digitally signed by Varun Berry
DN: cn=Varun Berry, o=Britannia and Associates (Dubai) Pvt. Co. Ltd., email=varunberry@britanniaandassociates.com, c=AE



Mahmad Hayder Amiran
DIRECTOR

