GILLANDERS HOLDINGS (MAURITIUS) LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

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FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2025

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GILLANDERS HOLDINGS (MAURITIUS) LIMITED

COMPANY INFORMATION

		Appointed on	Resigned on
DIRECTORS :	Martine Cundasawmy	21 February 2018	13 January 2023
	Suranjit Chakraborty	20 May 2019	-
	Mehtaab Abdool	24 May 2021	-
	Khusboo Beeharry	13 January 2023	-
	Harshini Khadun	22 April 2024	-

ADMINISTRATOR AND SECRETARY :

Ocorian Corporate Services (Mauritius) Limited
Level 6, Tower A
1 Exchange Square, Wall Street
72201 Ebène
Republic of Mauritius

REGISTERED OFFICE :

C/o Ocorian Corporate Services (Mauritius) Limited
Level 6, Tower A
1 Exchange Square, Wall Street
72201 Ebène
Republic of Mauritius

AUDITOR :

SRA Partners LLP
Morc Bheenick, Telfair
Moka
Republic of Mauritius

BANKER :

SBI (Mauritius) Ltd,
Head Office
SBI Tower Mindspace
Bhumi Park, 45
Ebène
Republic of Mauritius.

COMMENTARY OF DIRECTORS

The directors present their commentary and the audited financial statements of Gillanders Holdings (Mauritius) Limited (the "Company") for the year ended on 31 March 2025.

PRINCIPAL ACTIVITY

The principal activity of the Company is to hold investments.

In addition to the above and as per the company's business plan the activity would be to carry on the business of planters, growers, manufacturers, producers, exporters, importers, traders, dealers, distributors, agents or merchants of tea, coffee, cinchona, cocoa, rubber, macadamia, tobacco, cotton, synthetic fibre, medicines, pharmaceuticals, chemicals, machineries, and/or any other plantation, floriculture, horticulture, herbal, agricultural products including wood and wood products and the business of general merchants, brokers, contractors, agents, importers, exporters, managing agents, commission agents, advisors, technical, financial, management and marketing consultants on all matters relating to administration, management, organisation, manufacture, production, storage, marketing, distribution, sale and purchase of goods, property, personnel, finance, accounts and other activities, investment businesses, leasing, hire purchase, financial businesses, acquire and undertake all or any part of business, property of any person or Company across the world except India. However, the Company has not been involved directly in these activities during the past financial years.

RESULTS AND DIVIDENDS

The Company's loss for the year ended on 31 March 2025 is **USD 25,845** (2024: USD 24,242).

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

Company law requires the directors to prepare financial statements for each financial year which present fairly the financial position, financial performance and cash flows of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether International Financial Reporting Standards as modified by the exemption provided by the Mauritian Companies Act 2001 have been followed and complied with, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and ensure that the financial statements comply with the Mauritian Companies Act 2001. They are also responsible for safeguarding the assets of the Company and take reasonable steps for the prevention and detection of fraud and other irregularities.

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

COMMENTARY OF DIRECTORS (CONTINUED)

AUDITOR

SRA Partners LLP has indicated its willingness to continue in office and will be automatically re-appointed at the next Annual General Meeting of the Company.

By Order of the Board

DocuSigned by:

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Paramaseeven Kenny Curpen

Date: 07 May 2025

Ocorian Corporate Services Ltd
6th Floor, Tower A
1 Exchange Square
Ebène
Republic of Mauritius

SECRETARY'S CERTIFICATE
GILLANDERS HOLDINGS (MAURITIUS) LIMITED

AS PER SECTION 166 (d) OF THE MAURITIUS COMPANIES ACT 2001

We confirm that, based on records and information made available to us by the directors and shareholder of the Company, the Company has filed with the Registrar of Companies, for the financial year ended 31 March 2025, all such returns as are required of the Company under the Mauritius Companies Act 2001.

DocuSigned by:

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Paramaseeven Kenny Curpen

Date: 07 May 2025

OCORIAN CORPORATE SERVICES LTD
COMPANY SECRETARY

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GILLANDERS HOLDINGS (MAURITIUS) LIMITED

Report on Financial Statements

Opinion

We have audited the financial statements of Gillanders Holdings (Mauritius) Limited (the "Company"), 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 the notes to the financial statements, including a summary of significant accounting policies, as set out on pages 8 to 24. In our opinion, the accompanying financial statements of the Company give a true and fair view of the financial position of the Company as at 31 March 2025 and of its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritius Companies Act 2001.

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 Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year from 01 April 2024 to 31 March 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in the forming our audit opinion thereon, and we do not provide a separate audit opinion on these matters.

Other Information

Management is responsible for the other information. The other information comprises the Company Information, Commentary of Directors and Secretary's Certificate. The other information does not include the financial statements and our auditors' report there on. 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, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GILLANDERS HOLDINGS (MAURITIUS) LIMITED

Report on the Financial Statements (Continued)

Responsibilities of Management for the Financial Statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards and in compliance with the requirements of the Mauritius Companies Act 2001, 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.

In preparing the financial statements, the directors are 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 the directors either intend to liquidate the Company or to cease operations, or have 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 auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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 judgement 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 the directors.

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

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GILLANDERS HOLDINGS (MAURITIUS) LIMITED

Other Matter

This report is made solely to the Company's member in accordance with Section 205 of the Mauritian Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's member, those matters that we are required to state to them 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 members, for our audit work, for this report, or for the opinions we have formed.

Report on Other Legal and Regulatory Requirements

The Mauritian Companies Act 2001 requires that in carrying out our audit we consider and report to you on the following matters. We confirm that:

(a) We have no relationship with or interests in the Company other than in our capacity as auditors;

(b) We have obtained all the information and explanations we have required; and

(c) In our opinion, proper accounting records have been kept by the Company as far as appears from our examination of those records.

SRA Partners LLP.

SRA Partners LLP

Shareef Ramjan (FCCA)
Licenced by FRC

Date: 07 May 2025

GILLANDERS HOLDINGS (MAURITIUS) LIMITED

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

	2025 USD	2024 USD
Revenue	-	-
Expenses		
Secretarial fees	**9,808**	8,842
Accountancy fees	**4,040**	3,870
Directors' fees	**3,712**	3,640
Annual licence fees	**1,950**	1,950
Audit fees	**1,450**	1,450
Bank charges	**1,150**	1,055
Domiciliation and compliance fees	**1,785**	1,755
Tax advisory fees	**1,092**	1,040
Disbursements	**607**	416
Annual registration fees	**215**	211
Telephone and postage	**41**	20
Total expenses	**25,850**	24,249
Operating loss	**(25,850)**	(24,249)
Finance income	**4**	7
Loss before income tax	**(25,846)**	(24,242)
Income tax expense (Note 5)	**-**	-
Loss for the year	**(25,846)**	(24,242)
Other comprehensive income	-	-
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	**(25,846)**	(24,242)

The notes on pages 12 to 25 form an integral part of these financial statements.

GILLANDERS HOLDINGS (MAURITIUS) LIMITED

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2025

	2025	2024
	USD	USD
ASSETS		
Non-current assets		
Investment in subsidiary (Note 6)	**6,401,969**	5,601,969
	6,401,969	5,601,969
Current assets		
Other receivables (Note 7)	**649**	649
Cash and cash equivalents	**6,944**	28,088
Total current assets	**7,593**	28,737
Total assets	**6,409,562**	5,630,706
EQUITY AND LIABILITIES		
Equity		
Stated capital (Note 8)	**6,900,000**	6,100,000
Accumulated losses	**(503,123)**	(477,277)
Shareholder's equity	**6,396,877**	5,622,723
Current liabilities		
Other payables (Note 9)	**12,685**	7,983
Total current liabilities	**12,685**	7,983
Total equity and liabilities	**6,409,562**	5,630,706

Authorised for issue by the Board of directors on 07 May 2025
and signed on its behalf by:

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....

Director **Director**

The notes on pages 12 to 25 form an integral part of this financial statements.

GILLANDERS HOLDINGS (MAURITIUS) LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2025

	Stated capital USD	Accumulated losses USD	Total USD
Balance as at 01 April 2023	5,290,000	(453,035)	4,836,965
Issue of shares	810,000	-	810,000
Total comprehensive loss for the year	-	(24,242)	(24,242)
At 31 March 2024	6,100,000	(477,277)	5,622,723
At 01 April 2024	**6,100,000**	**(477,277)**	**5,622,723**
Issue of shares	**800,000**	**-**	**800,000**
Total comprehensive loss for the year	**-**	**(25,846)**	**(25,846)**
Balance as at 31 March 2025	**6,900,000**	**(503,123)**	**6,396,877**

The notes on pages 12 to 25 form an integral part of these financial statements.

GILLANDERS HOLDINGS (MAURITIUS) LIMITED

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2025

	2025	2024
	USD	USD
Cash flow from operating activities		
Loss before income tax	**(25,846)**	(24,242)
Adjustments for:		
Finance income	**(4)**	(7)
Operating loss before working capital changes:	**(25,850)**	(24,249)
Change in other receivables	**-**	4,042
Change in other payables	**4,702**	(2,221)
Cash flow used in operating activities	**(21,148)**	(22,428)
Interest received	**4**	7
Net cash used in operating activities	**(21,144)**	(22,421)
Cash flow from investing activities		
Additional investment in subsidiary (Note 6)	**(800,000)**	(800,000)
Net cash used in investing activities	**(800,000)**	(800,000)
Cash flow from financing activities		
Proceeds from issue of shares (Note 8)	**800,000**	810,000
Net cash provided by financing activities	**800,000**	810,000
Net movement in cash and cash equivalents	**(21,144)**	(12,421)
Cash and cash equivalents at beginning of year	**28,088**	40,509
Cash and cash equivalents at end of year	**6,944**	28,088

The notes on pages 12 to 25 form an integral part of these financial statements.

1 GENERAL INFORMATION

Gillanders Holdings (Mauritius) Limited (the "Company") is a private limited company incorporated on 28 May 2014 and is domiciled in the Republic of Mauritius. The Company holds a Global Business licence and is regulated by the Financial Services Commission. The Company's registered office address is 6th Floor Tower A, One Exchange Square, Ebène, Republic of Mauritius.

The principal activity of the Company is to hold investments.

In addition to the above and as per the Company's business plan the activity would be to carry on the business of planters, growers, manufacturers, producers, exporters, importers, traders, dealers, distributors, agents or merchants of tea, coffee, cinchona, cocoa, rubber, macadamia, tobacco, cotton, synthetic fibre, medicines, pharmaceuticals, chemicals, machineries, and/or any other plantation, floriculture, horticulture, herbal, agricultural products including wood and wood products and the business of general merchants, brokers, contractors, agents, importers, exporters, managing agents, commission agents, advisors, technical, financial, management and marketing consultants on all matters relating to administration, management, organisation, manufacture, production, storage, marketing, distribution, sale and purchase of goods, property, personnel, finance, accounts and other activities, investment businesses, leasing, hire purchase, financial businesses, acquire and undertake all or any part of business, property of any person or Company across the world except India. However, the Company has not been involved directly in these activities during the past financial years.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. The policies have been consistently applied for all the years presented, unless otherwise stated.

Basis of preparation

The financial statements have been prepared in accordance with and in compliance with International Financial Reporting Standards ("IFRS") and IFRIC interpretations as modified by the exemption from consolidation in the Mauritius Companies Act 2001 for company holding a Global Business Licence. The financial statements have been prepared under the historical cost convention.

Use of judgements and estimates

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the directors to exercise their judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are described in Note 3.

Changes in accounting policy and disclosures

(a) New standards, amendments and interpretations effective for the current financial period

The following relevant revised standards have been applied in these financial statements. Their application has not had any significant impact on the amounts reported for the current period and prior periods but may affect the accounting treatment for future transactions or arrangements.

- Classification of Liabilities as Current or Non-current - Amendments to IAS 1
- Non-current Liabilities with Covenants - Amendments to IAS 1
- Supplier finance arrangements - Amendments to IAS 7 and IFRS 7
- Lease Liability in a Sale and Leaseback - Amendments to IFRS 16

Adoption of the above amendment did not have any impact on the financial statements under review.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Changes in accounting policy and disclosures (continued)

(b) New standards, amendments and interpretations in issue but not yet effective

The new standards, amendments and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt those applicable to its operations, when they become effective.

- Lack of Exchangeability - Amendments to IAS 21 (effective on 01 January 2025)
- Classification and Measurement of Financial Instruments – Amendments to IFRS 9 and IFRS 7 (effective on 01 January 2026)
- IFRS 18 'Presentation and Disclosure in Financial Statements' (effective on 01 January 2027)
- IFRS 19 'Subsidiaries without Public Accountability: Disclosures' (effective on 01 January 2027)

The directors anticipate that these Standards and Interpretations will be applied on their effective dates in future periods. The directors have not yet assessed the potential impact of the application of these amendments.

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.

Financial assets

(i) Classification and initial measurement

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

- those to be measured subsequently at fair value (either through OCI (FVOCI) or through profit or loss (FVPL)), and;
- those to be measured at amortised cost

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

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

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

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

(ii) Subsequent measurement

Debt instruments

The Company classifies its debt instruments as follows:

- *Financial assets at amortised cost*

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

The Company's financial assets at amortised cost includes loan receivable, other receivables and cash and cash equivalents which are subsequently measured as follows:

Loan and other receivables

Loan and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for expected credit losses.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with financial institutions, and other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

The Company's cash and cash equivalents include cash at bank.

(iii) Impairment

The Company assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The Company's loans and other receivables measured at amortised cost are subject to the expected credit loss model.

Cash and cash equivalents are also subject to the impairment requirements of IFRS 9.

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial assets (Continued)

(iii) Impairment (continued)

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

For further details on impairment of financial assets, see note 4.

(iii) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired; 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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or at amortised cost.
All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include other payables and borrowings.

GILLANDERS HOLDINGS (MAURITIUS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS - FOR THE YEAR ENDED 31 MARCH 2025

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial instruments (Continued)

Financial liabilities (continued)

(ii) Subsequent measurement (continued)

The measurement of financial liabilities depends on their classification, as described below:

Other payables

Other payables are initially recognised at fair value, net of transaction costs incurred and subsequently at amortised cost using the effective interest method. Other payables are classified as current liabilities if payment is due within one year. If not, they are presented as non-current liabilities.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in statement of profit or loss and other comprehensive income over the period of the borrowings using the effective interest method.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates (‘the functional currency”). The financial statements are presented in United States dollars (USD), which is the functional and presentation currency. The USD is the currency that most faithfully reflects the underlying transactions, events and conditions that are relevant to the Company.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when fair value was determined.

Current and deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the financial position date in the country where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Current and deferred income tax (continued)

Deferred income tax is recognised in full, using the liability method on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the financial position date and are expected to apply when the related deferred income tax asset is realised, or the deferred income tax liability is settled.

Deferred income tax assets on accumulated tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Investment in subsidiary

Subsidiaries are all entities (including structured entities) over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

Investment in subsidiary is carried at cost. Where the recoverable amount of an investment is less than its carrying amount, the investment is written down immediately to its recoverable amount and the impairment loss is recognised as an expense in profit or loss. On disposal of an investment, the difference between the net disposal proceeds and the carrying amount is charged or credited to profit or loss.

Consolidated financial statements

The Company has taken exemption provided by the Mauritian Companies Act 2001 allowing a wholly owned or virtually owned parent company holding a Global Business Licence not to present consolidated financial statements. The financial statements are of the Company only and do not consolidate the results of its subsidiary. The parent company, Gillanders Arbuthnot and Company Limited, a company listed on the Bombay Stock Exchange and National Stock Exchange of India, prepares consolidated financial statements in accordance with IND-AS. These consolidated financial statements are available on the website of Gillanders Arbuthnot and Company Limited which is www.gillandersarbuthnot.com.

Stated capital

Ordinary shares are classified as equity.

Impairment of non-financial assets

The carrying amount of assets is assessed at each financial position date to determine whether there are any indications of impairment. If any such indication exists, the Company estimates the recoverable amount of the asset being the higher of the asset's net selling price and its value in use, in order to determine the extent of the impairment loss (if any). An impairment loss is recognised for any excess of the asset's carrying amount over its recoverable amount and is taken directly to profit or loss.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated.

Revenue recognition

Interest income is recognised using the effective interest method.

Dividend income is recognised when the right to receive the dividend is established.

Expense recognition

Expenses are accounted for in the statement of profit or loss and other comprehensive income on an accrual basis.

3 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes estimates and judgements that affect the reported amounts of assets and liabilities within the next year. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Determination of functional currency

The determination of the functional currency of the Company is critical since recording of transactions and exchange differences arising thereon are dependent on the functional currency selected.

The Company has made investment in USD and expects to receive dividend and proceeds from disposal of investment in USD.It also obtains financing from its shareholder and other stakeholders in USD and all operating activities are conducted in USD. Thus, USD is the functional currency as it most faithfully reflects the underlying transactions, events and conditions that are relevant to the Company.

Going concern

The Company's 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 parent to continue in business for the foreseeable future. Furthermore, the directors are not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis.

4 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. This note presents information about the Company's exposure to each of the said risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

4 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Financial risk factors (continued)

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 measures and controls and to monitor risks and adherence to limits. Risks management policies and systems are reviewed regularly to reflect changes in market conditions and in the Company's activities.

The Company's exposure to the various types of risks associated to its activity and financial instruments is detailed below.

(a) Market risk

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

(i) Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. None of the Company's financial assets and liabilities is denominated in foreign currency at the reporting date and therefore is not exposed to foreign currency risk.

(ii) Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments.

The Company exposure to cash flow interest rate risk arises from interest received and interest paid on outstanding loans as at 31 March 2025. As at year end, the impact on pre-tax loss of a change in interest rates is considered to be negligible (2024- negligible).

(iii) Equity price risk

Equity price risk is the risk of unfavourable changes in fair values of equities as the result of changes in the value of individual shares. The Company has no exposure to equity price risk at year end.

(b) Credit risk

The Company takes on exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due. Credit risk arises from cash and cash equivalents. The Company has limited its credit risk by carrying out transactions with related parties. The maximum exposure to credit risk is depicted in the table below:

	2025	2024
	USD	USD
Cash and cash equivalents	**6,944**	28,088
	6,944	28,088

GILLANDERS HOLDINGS (MAURITIUS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS - FOR THE YEAR ENDED 31 MARCH 2025

4 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Financial risk factors (continued)

(b) Credit risk

While cash and cash equivalents are also subject to the impairment requirements of IFRS 9, the directors consider that the ECL is not material as the Company deals with highly reputable financial institutions in the country.

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter financial difficulty in meeting obligations associated with financial liabilities. The Company manages liquidity risk through funding from its parent and other stakeholder.

The table below summarises the maturity profile of the Company's financial liabilities as at 31 March 2025 based on contractual undiscounted payments:

	Within one year	More than one year	Total
2025	**USD**	**USD**	**USD**
Other payables	**12,685**	-	**12,685**
	12,685	**-**	**12,685**
2024			
Other payables	7,983	-	7,983
	7,983	-	7,983

Financial instruments

(a) Financial instruments by category

	2025	2024
	USD	USD
Financial assets		
Financial assets at amortised cost		
Cash and cash equivalents	**6,944**	28,088
	6,944	28,088

4 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Financial instruments (continued)

(a) Financial instruments by category

	2025	2024
	USD	USD
Financial liabilities		
Other financial liabilities at amortised cost		
Other payables	**12,685**	7,983
	12,685	7,983

(a) Fair value of financial instruments

The carrying amounts of cash and cash equivalents and other payables approximate their fair values.

Capital risk management

The Company's objective when managing capital is to safeguard the Company's ability to pay its debts when they fall due and to continue as a going concern. Capital comprises of equity. In order to maintain or adjust the capital structure, the Company may issue shares or have recourse from funds of its parent.

The Company monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (current and non-current borrowings) less cash and cash equivalents (including bank overdraft if any). Capital is calculated as equity shown in the statement of financial position plus net debt. As at 31 March 2025 and 2024, the Company was not geared as no borrowings were contracted.

5 INCOME TAX

The Company, being resident in Mauritius, is liable to income tax in Mauritius on its chargeable income at the rate of 15%.

The Company is able to claim an 80% partial exemption on specific types of income (including foreign dividends and interest), subject to meeting pre-defined substance conditions. Other types of income not falling within the categories of income benefitting from the partial exemption will be taxed at 15%. As an alternative to the partial exemption, the Company can claim a tax credit against its Mauritian tax liability based on the foreign tax charged on the income in the foreign jurisdiction.

Capital gains are exempt from tax in Mauritius. Dividends and redemption proceeds paid by the Company to its shareholder do not attract withholding tax. The foregoing is based on the taxation laws and practices currently in force in Mauritius and may be subject to change.

5 INCOME TAX (CONTINUED)

As at 31 March 2025, the Company had tax losses amounting to **USD 224,510**(2024: USD 198,664). The tax losses are available for set off against future taxable profits of the Company as follows:

	2025	2024
	USD	USD
Up to year ended:		
31 March 2026	**128,161**	128,161
31 March 2027	**21,651**	21,651
31 March 2028	**24,610**	24,610
31 March 2029	**24,242**	24,242
31 March 2030	**25,846**	-
	224,510	198,664

A reconciliation between the accounting loss and the tax charge is as follows:

	2025	2024
	USD	USD
Loss before taxation	**(25,846)**	(24,242)
Applicable income tax rate @15%	**(3,877)**	(3,636)
Impact of:		
Unutilised tax losses	**3,877**	3,636
Income tax charge	**-**	-

Deferred income tax

A deferred tax asset of **USD 33,676** (2024: USD 29,780) has not been recognised in respect of tax losses carried forward as the directors consider that it is not probable that future taxable profits will be available against which the unused tax losses can be utilised.

6 INVESTMENT IN SUBSIDIARY

	2025	2024
	USD	USD
Unquoted investment at cost:		
At beginning of the year	**5,601,969**	4,801,969
Additional investment during the year	**800,000**	800,000
At end of year	**6,401,969**	5,601,969

6 INVESTMENT IN SUBSIDIARY (CONTINUED)

Details pertaining to the investment in subsidiary at 31 March 2025 are as follows:

Name of company	Country of incorporation	Number of shares held	% holding	Cost USD
Namingomba Tea Estates Limited	Malawi	1,477,931	100%	6,401.969

As at 31 March 2025, the directors are of the opinion that the investment has not suffered any impairment.

7 OTHER RECEIVABLES

	2025 USD	2024 USD
Prepayments	**649**	649
	649	649

8 STATED CAPITAL

	2025 Number of shares	**2025 USD**	2024 Number of shares	2024 USD
Issued and fully paid:				
Ordinary shares of USD 1 each				
At beginning of year	**6,234,506**	**6,100,000**	5,344,396	5,290,000
Issue of shares	**888,889**	**800,000**	890,110	810,000
At end of year	**7,123,395**	**6,900,000**	6,234,506	6,100,000

Rights and restrictions attached to ordinary shares:

Voting rights

Each ordinary share shall entitle its holder to receive notice of, to attend and vote at any meeting of the Company.

Rights relating to dividends

Each ordinary share shall entitle its holder the right of an equal share in dividends as authorised by the board.

Rights relating to repayment of capital

Upon winding-up, each ordinary share shall entitle its holder the right to an equal share in the distribution of the surplus assets of the Company.

9 OTHER PAYABLES

	2025	2024
	USD	USD
Accruals	**12,685**	7,983
	========	========

10 RELATED PARTY TRANSACTIONS

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

	2025	2024
	USD	USD
(i) Key Management services		
Ocorian Corporate Services (Mauritius) Limited- Administrator		
Directors' fees	**3,712**	3,640
Administrator's fees	**17,332**	15,923
Outstanding balance	**11,234**	6,533
	========	========

The compensation to key management personnel is provided on commercial terms and conditions.

11 PARENT AND ULTIMATE PARENT

The directors consider Gillanders Arbuthnot and Company Limited, a company incorporated in India and listed on the Bombay Stock Exchange and National Stock Exchange of India, as its parent and ultimate parent.

12 EVENTS AFTER REPORTING DATE

There are no significant events after the reporting period which needs disclosures in or amendments to the 31 March 2025 financial statements.

Date: 07 May 2025

Messrs SRA Partners LLP
Morc Bheenick
Telfair, Moka
Republic of Mauritius

MANAGEMENT REPRESENTATION LETTER FOR THE AUDIT OF THE YEAR ENDED 31 DECEMBER 2024 – GILLANDERS HOLDINGS (MAURITIUS) LIMITED

Dear Sirs

This representation letter is provided in connection with your audit of the financial statements of GILLANDERS HOLDINGS (MAURITIUS) LIMITED (the "Company') for the year ended 31 December 2024 for the purpose of expressing an opinion as to whether the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and of its financial performance and its cash flow for the year ended in accordance with International Financial Reporting Standards (IFRSs).

By a resolution of the Board of Directors, passed today, we are directed to confirm to you, in respect of the financial statements of the Company for the year ended 31 December 2024, the following:

We confirm that, to the best of our knowledge, and we made appropriate inquiries of the other Directors and officials and staff of the Company as we considered necessary for the purpose of appropriately informing ourselves that we can make the following representation to you.

We acknowledge our legal responsibilities regarding disclosure of information to you as auditors and confirm that so far as we are aware, there is no relevant audit information needed by you in connection with preparing your audit report, of which you are unaware. Each Director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that you are aware of any relevant audit information and to establish that you are aware of that information.

- **financial statements**

i) We have fulfilled our responsibilities, as set out in terms of audit engagement letter dated 11 April 2025, for the preparation of the financial statements in accordance with IFRSs, which give a true and fair view in accordance therewith, and for making accurate representation to you. We further confirm that we reviewed and approved the financial statements.

ii) All transactions undertaken by the Company have been properly reflected in the accounting records and the financial statements.

iii) We confirm that we reviewed the Company's accounting policies and estimates techniques and, having regard to the possible alternative policies and techniques, the accounting policies and estimation techniques selected for use in the preparation of the financial statements are the most appropriate to give a true and fair view for the company's particular circumstances, as required by the international Accounting Standard IAS1: Presentation of financial statements .

iv) Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable.

v) All the accounting records and supporting documentation have been made available to you for the purpose of your audit and all the transactions undertaken by the Company have been properly reflected and recorded in the accounting records. All other records and related information, including minutes of all management and shareholders' meetings have been made available to you.

vi) At the reporting date, there were:

- No material contingent or potential liabilities under claims or pending or threatened litigation
- No other material contingent liabilities
- No material commitments under contracts place for capital expenditures
- No guarantee given to third parties

➢ **Litigation and Claims**

i) We confirm that all known, actual or possible litigation and claims whose effects should be considered when preparing the financial statements have been disclosed to you and have been appropriately accounted for and disclosed in the financial statements in accordance with IFRSs.

ii) We are not aware of any pending or threatened litigation, proceedings, hearing or claims negotiations, which may result in significant loss to the Company.

➢ **Events after the reporting period**

All events subsequent to the date of the financial statements and for which IFRSs required adjustment or disclosure have been adjusted or disclosure in the financial statements. Other than that, as described in the financial statements, there have been no circumstances or events subsequent to the period end, which required adjustment of or disclosure in the financial statements or in the notes thereto.

➢ **Uncorrected misstatements**

We confirm that the financial statements are free of material misstatement, including omission. We believe that the effects of uncorrected misstatement identified during the audit are immaterial, both individually and in the aggregate, to the financial statements as a whole.

- **Going Concern**

We confirm that, having considered our future expectations and intentions for the next twelve months, and the availability of working capital, the company is going concern, we further confirm that the disclosures in the accounting policies are accurate reflection of the reasons for our consideration that the financial statements should be drawn up on a going concern basis.

- **Accounting records**

All the accounting records have been made available to you for the purpose of your audit and all the transactions undertaken have been properly reflected and recorded in the accounting records.

All other records and related information which have been requested by you for the purpose of the audit, including minutes of Directors, Shareholders and relevant management meetings, have been made available to you and no such information has been withheld. We have also provided unrestricted access to persons within the company from whom you determined it is necessary to obtain audit evidence.

- **Fraud**

i) We acknowledge as Directors that we are responsible for the design, implementation and maintenance of internal controls to prevent and detect fraud and error.

ii) We have disclosed to you the result of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.

- **Laws and regulations**

We confirm that we are not aware of any instance of actual or potential breaches of or noncompliance with laws and regulations that are central to the Company's ability to conduct its business or that could have a material effect on the financial statements.

We confirm that we are not aware of any regulations, or allegations of irregularities including fraud involving management or employees who have a significant role in the accounting and internal control systems, or that could have a material effect on the financial statements.

- **Contractual arrangement / agreements**

i) All contractual arrangements entered into by the company with third parties have been properly reflected in the accounting records or, where material (or potentially material) to the financial statements have been disclosed to you.

ii) The Company has complied with all aspects of contractual agreements that could have a material effect on the financial statements in the event of non- compliance.

iii) There are no other agreements not in the ordinary course of business

The Company has satisfactory title to all assets and there are no liens or encumbrances on the Company's assets, except for those disclosed in the financial statements

- **Assets and Liabilities**

i) We have no plans or intentions that may materially alter the carrying value or classification of assets and liabilities reflected in the financial statements

ii) In our opinion, on realization in the ordinary course of business, the current assets in statement of financial position are expected to produce no less than the carrying amounts at which they are stated.

- **Disclosure**

i) We have recorded or disclosed, as appropriate, all capital stock repurchase options or agreements, and capital stock reserved for options, warrants, conversions and other requirements

ii) We have recorded or disclosed, as appropriate, all arrangements with financial institutions involving compensating balanced or other arrangements involving restrictions on crash balances and lines of credit or similar arrangements.

iii) We have recorded or disclosed, as appropriate, all liabilities, both actual and contingent, and have disclosed in the notes to the financial statements all guarantees that we have given to third parties, including oral guarantees, made by the company on behalf of an affiliate, Director, officer or any other third party.

iv) There are no liabilities that are required to be recognized and no other contingent assets or contingent liabilities that are required to be disclosed in financial statements in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets, including liabilities or contingent liabilities from illegal or possible illegal acts.

- **Taxation**

i) We have provided you with all information related to all significant income tax uncertainties of which we are aware. We have also provided you with access to all opinions and analyses that are related to positions we have taken in regard to significant income tax matters.

ii) We confirm that the Company's tax is accepted by the tax authority.

- **Accounting estimates**

i) We confirm that we have used appropriate measurement processes, including related assumptions and models, in determining the accounting estimates that are disclosed in the financial statements. We further confirm that measurement processes were consistently applied from year to year and the assumptions appropriately reflect our intent and ability to carry out specific courses of action on behalf of the company where relevant to the accounting estimates and disclosure.

ii) We confirm that disclosure related to accounting estimates are completed and appropriate under the IFRSs.

iii) We confirm that no adjustments are required to be made to the accounting estimates and disclosure included in the financial statement as a result of subsequent events.

iv) We believe the assumptions and techniques used by us are appropriate and all fair value measurements are determined in accordance with IFRS 13.

- **Financial Instruments**

We confirm that we have disclosed information relating to the company's exposures to risk arising from financial instruments that is adequate to enables users to evaluate the nature and extent of those risks to which the company is exposed at the end of the reporting period, in accordance with IFRS 7, including the exposures to risk and how they arise, our objectives, policies and procedures for managing the risks, the methods used to measure risks, and a summary of quantitative data about our exposure to risks. We confirm that:

- Significant concentrations of credits risk arising from all financial instruments and information about the collateral supporting such financial instruments has been appropriately disclosed in the financial statements. Further, the quantitative data disclosed are representative of the company's exposure to risks arising from financial instruments during the period.

- There is no outflow of cash that could occur significantly earlier than indicated in the summary quantitative data about exposure to liquidity risk, or that could be for significantly different amounts from those included in that date.

We confirm that we have appropriately performed impairment testing in accordance with IAS 36 Impairment of Assets.

- **Transactions with Directors / Officers**

Except as disclosed in the financial statements, no other transaction involving Directors, officers and other requiring disclosure in the financial statements under the Mauritius Companies Act have been entered into.

Written representations serve to confirm oral representations given to the auditors, to document the continuing appropriateness of such representations, and so reduce the possibility of misunderstanding concerning the matters that are the subject of the representations. The results of your audit tests, the responses to your inquiries, and the written representations comprise the evidential matter the auditors rely upon in forming an opinion on the financial statements. Because of the importance of management's oral and written representations to an effective audit, GILLANDERS HOLDINGS (MAURITIUS) LIMITED releases and indemnifies SRA Partners LLP

DocuSigned by:

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Yours faithfully,
For and on behalf of the Board of Directors.

Khusboo Beeharry