

EMAMI OVERSEAS FZE

**P. O. Box No. 52338, Hamriyah Free Zone, Sharjah,
United Arab Emirates**

Financial Statements and Auditor's Report

For the Year Ended March 31, 2025

CONTENTS	PAGE
Director's Report to the Shareholder	1
Independent Auditor's Report to the Shareholder	2 to 4
<u>Components of Financial Statements</u>	
- Statement of Profit or Loss and Other Comprehensive Income	5
- Statement of Financial Position	6
- Statement of Changes in Equity	7
- Statement of Cash Flows	8
Notes to the Financial Statements	9 to 23

Director's Report to the Shareholder

The director submits his report and audited financial statements for the year ended March 31, 2025.

Results

The net loss for the year is amounted to AED 33,581 as compared net loss AED 37,762 in the previous year March 31, 2024.

Review of the business

The Company is licensed to trade in import, export and trading in perfumes and cosmetics, beauty and baby care products, gifts and novelties, health food etc (subject to ministry of health approval).

Auditors

A resolution to re-appoint N. R. Doshi & Partners Public Accountants L.L.C. as auditors and fix their remuneration will be put to the shareholder at the Annual General Meeting.



Mr. Amitabh Goenka
Director



Date : May 5, 2025



Independent Auditor's Report to the Shareholder of

EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Report on the audit of the financial statements

We have audited the financial statements of **Emami Overseas FZE** ("the Company"), which comprise the statement of financial position as at March 31, 2025, the statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year ended and notes to the financial statements, including summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2025, and its financial performance and its cash flows for the year ended in accordance with International Financial Reporting Standards (IFRSs).

Basis of opinion

We conducted our audit in accordance with the 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 (the "IESBA Code") together with the ethical requirements that are relevant to our audit of the financial statements in the United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

Without qualifying our report, we draw attention to note 6.2(iii) to these financial statements, the consolidated financial statements prepared by the ultimate parent Company Emami Limited is as per Indian Accounting Standards and not as per IFRS.

Responsibilities of management and those charged with governance for the financial statements

The Management of the Company is responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs and in compliance with the applicable provisions of the Articles of Association of the Company, Hamriyah Free Zone Authority pursuant to Emiri Decree No. (6) of 1995 and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

(Independent auditor's report continued on next page...)



Independent auditor's report on Emami Overseas FZE (continued...)

Report on other legal and regulatory requirement

As required by the Implementing Rules and Regulations issued by the Hamriyah Free Zone Authority pursuant to Emiri Decree No. (6) of 1995; we report that:

- i. we have obtained all the information we considered necessary for the purposes of our audit;
- ii. the financial statements of the Company have been prepared and comply, in all material respects, with the Hamriyah Free Zone Authority pursuant to Emiri Decree No. (6) of 1995.
- iii. the Company has maintained proper books of accounts;
- iv. the Company has not purchased any shares or stocks during the financial year;
- v. the financial information included in the director's report is consistent with the Company's books of accounts;
- vi. note 17 to the financial statements of the Company reflects material related party transactions and the terms under which they were conducted;
- vii. based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the Company has contravened during the financial year ended March 31, 2025 any of the applicable provisions of the Hamriyah Free Zone Authority pursuant to Emiri Decree No. (6) of 1995 or its Articles of Association which would materially affect its activities or its financial position as at March 31, 2025.


Ms. Kinnari Doshi
Partner
N R Doshi and Partners Public Accountant LLC
Registration No. 840
Dubai, United Arab Emiartes



Date : May 5, 2025

EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Statement of Profit or Loss and Other Comprehensive Income**For the Year Ended March 31, 2025**

All figures are expressed in U.A.E. Dirhams

Notes**01.04.2024 to
31.03.2025****01.04.2023 to
31.03.2024****Continuing operations**

Revenue		0	0
Cost of sales		0	0
Gross profit		0	0
Other administrative expenses	7	(33,581)	(37,762)
Operating Loss		(33,581)	(37,762)
Finance cost		0	0
Finance income		0	0
Loss from continuing operations		(33,581)	(37,762)
Income tax expense	8	0	0
Loss from continuing operations		0	0

Discontinued operations

Loss for the year from discontinued operations		0	0
Loss for the year		(33,581)	(37,762)

Attributable to :

Shareholder of the Company		(33,581)	(37,762)
Non-controlling interest		0	0
Loss for the year		(33,581)	(37,762)

Other comprehensive income

- Items that will not be reclassified subsequent to profit or loss		0	0
- Items that will be reclassified subsequent to profit or loss		0	0
Total Comprehensive income for the year		(33,581)	(37,762)

Attributable to:

Shareholder of the Company		(33,581)	(37,762)
Non-controlling interest		0	0
		(33,581)	(37,762)

These financial statements on pages 5 to 23 were authorised for issue on May 5, 2025 by the director and signed by:



Mr. Amitabh Goenka
Director



The accompanying notes 1 to 21 form an integral part of these financial statements.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Statement of Financial Position**As at March 31, 2025**

All figures are expressed in U.A.E. Dirhams

Notes**31.03.2025****31.03.2024****ASSETS****Non-Current Assets**

Investments in subsidiaries

9

0

0

Financial assets at amortised cost

10

6,831,180

6,937,199

Total non-current assets

6,831,180

6,937,199

Current Assets

Other assets

11

7,600

17,706

Cash and Cash equivalent

12

0

0

Total current assets

7,600

17,706

Total assets**6,838,780****6,954,905****LIABILITIES****Non-Current Liabilities**

Borrowings

13

0

9,121,889

Total non-current liabilities

0

9,121,889

Current Liabilities

Other financial liabilities at amortised cost

14

28,375

28,900

Total current liabilities

28,375

28,900

Total liabilities

28,375

9,150,789

Net liabilities**6,810,405****(2,195,884)****Equity**

Share capital

1.1

25,000

25,000

Retained earnings

15

(2,254,465)

(2,220,884)

Assigned capital

16

9,039,870

0

Total equity**6,810,405****(2,195,884)**

These financial statements on pages 5 to 23 were authorised for issue on May 5, 2025 by the director and signed by:



Mr. Amitabh Goenka
Director



The accompanying notes 1 to 21 form an integral part of these financial statements.



Emami Overseas FZE
P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Statement of Changes in Equity

For the Year Ended March 31, 2025

All figures are expressed in UAE Dirhams

	Share Capital	Retained Earnings	Assigned Capital	Total
Balance as at April 1, 2023	25,000	(2,183,122)	0	(2,158,122)
Loss for the year	0	(37,762)	0	(37,762)
Other comprehensive income	0	0	0	0
Total comprehensive income for the year	0	(37,762)	0	(37,762)
Transaction with shareholder recorded directly in equity	0	0	0	0
Balance as at March 31, 2024	25,000	(2,220,884)	0	(2,195,884)
Loss for the year	0	(33,581)	0	(33,581)
Other comprehensive income	0	0	0	0
Total comprehensive income for the year	0	(33,581)	0	(33,581)
Transaction with shareholder recorded directly in equity	0	0	0	0
Funds introduced (net)	0	0	9,039,870	9,039,870
Balance as at March 31, 2025	25,000	(2,254,465)	9,039,870	6,810,405

The accompanying notes 1 to 21 form an integral part of these financial statements.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Statement of Cash Flows**For the Year Ended March 31, 2025****Notes****01.04.2024 to
31.03.2025****01.04.2023 to
31.03.2024**

All figures are expressed in U.A.E. Dirhams

I. Cash flow from operating activities

Net loss for the year	(33,581)	(37,762)
Changes in other financial liabilities at amortised cost	(525)	524
Changes in other assets	10,106	(873)
Net cash used in operating activities	(24,000)	(38,111)

II. Cash flow from investing activities

Changes in other financial assets at amortised cost	106,019	(26,402)
Net cash flow from / (used in) investing activities	106,019	(26,402)

III. Cash flow from financing activities

Fund introduced (net)	9,039,870	0
Changes in other financial liabilities at amortised cost	(9,121,889)	64,513
Net cash (used in) / flow from financing activities	(82,019)	64,513

Increase in cash and cash equivalents (I + II + III) **0** **0**

Cash and cash equivalents as at beginning of the year (Note 6.9, 12) **0** **0**

Cash and cash equivalents as at end of the year (Note 6.9, 12) **0** **0**

Non-cash financing and investing activities **Nil** **Nil**

The accompanying notes 1 to 21 form an integral part of these financial statements.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements

For the Year Ended March 31, 2025

All figures are expressed in U.A.E. Dirhams

1 Legal Status, Business Activities and Management**1.1 Legal Status**

Emami Overseas FZE ("the Company") is incorporated as a Free Zone Establishment with limited liability pursuant to Emiri Decree No. (6) of 1995 of H.H. Sheikh Dr. Sultan Bin Mohammed Al Qassimi Ruler of Sharjah.

The Hamriyah Free Zone License Department has issued Commercial License No. 7157 dated November 25, 2010 bearing registration number 8120.

The Share Capital of the Company is AED 25,000 divided into 1 share of AED.25,000 each.

The following is the detail of the share capital of the Company:

Name of the Shareholder	Incorporated in	No. of Shares
M/s Emami International FZE, Sharjah, U.A.E	U.A.E	1

The registered office of the Company is located at Office No. E-85G-06, P.O. Box 52338, Hamriyah Free Zone-Sharjah, U.A.E.

1.2 Business Activities

The Company is licensed to trade in import, export and trading in perfumes and cosmetics, beauty and baby care products, gifts and novelties, health food etc (subject to ministry of health approval).

1.3 Management

The Company is managed by Mr. Amitabh Goenka , director of the Company.

2 Going Concern Basis

Although the Company does not have any business activity, these standalone financial statements have been prepared on a going concern basis, which assumes that the Company will be able to generate profitability for the next 12 months. The Company has a commitment from its shareholder of a continuous support in terms of cash flow management.

3 Basis of Preparation**3.1 Compliance with International Financial Reporting Standard**

The financial statements of the Company has been prepared in accordance with International Financial Reporting Standards (IFRS) and interpretations issued by the IFRS Interpretation Committee (IFRS IC) applicable to companies reporting under IFRS. The financial statements comply with IFRS as issued by the International Accounting Standards Board (IASB).



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements**3.2 Historical Cost Convention**

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which are measured at fair value.

3.3 Functional and Presentation Currency

The financial statements are presented in U.A.E Dirhams, which is the Company's functional currency. All financial information presented in U.A.E Dirhams has been rounded to the nearest Dirhams.

4 Significant Accounting Judgments, Estimates and Assumptions

The preparation of the financial statements in conformity with IFRSs required management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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

The key judgments and estimates and assumptions that have significant impact on the financial statements of the Company are as discussed below:

4.1 Impairment of Financial Assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

4.2 Fair Value Measurement of Financial Instrument

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

5.1 New Standards, Interpretations and Amendments to Existing Standards

The Company has applied the following standards and amendments for the first time for its annual reporting period commencing from April, 2024. Although these new standards and amendments applied for the first time, they did not have a material impact on the financial statements of the Company. The new standard or amendment is described below:

IAS / IFRS	Brief Description
Amendments to IAS 1	Classification of Liabilities as Current or Non-current and Non-current liabilities with covenants
Amendments to IFRS 16	Lease Liability in Sale and Leaseback
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements**5.2 Standards and Interpretations Issued but not yet Effective**

Certain new accounting standards and interpretations have been published that are not mandatory for March 31, 2025 reporting period and have not been early adopted by the Company.

IAS / IFRS	Effective Date (Annual reporting period commencing from)	Brief Description
Amendments to IAS 21	January 1, 2025	Lack of Exchangeability
Amendments to IFRS 9 and IFRS 7	January 1, 2026	Classification and Measurement of Financial Instruments
IFRS 19	January 1, 2027	Subsidiaries without Public Accountability: Disclosures
IFRS 18	January 1, 2027	Presentation and Disclosure in Financial Statements

- 5.3 The Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

6 Summary of Significant Accounting Policies

The accounting policies used by the Company in the preparation of these financial statements have been consistently applied to all the years presented, unless otherwise stated.

6.1 Foreign Currency

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Foreign exchange gains and losses that relate to borrowings are presented in the statement of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of profit or loss on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as at fair value through other comprehensive income are recognised in other comprehensive income.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements

6.2 Investment in Subsidiaries

- i. Subsidiaries are all 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 to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.
- ii. Investment in subsidiary company is not consolidated in these financial statements is recognised at cost. The cost method is a method of accounting for an investment whereby the investment is recognised at cost. The investor recognises income from the investment only to the extent that the investor receives distributions from accumulated profits of the investee arising after the date of acquisition. Distributions received in excess of such profits are regarded as recovery of investment and are recognised as a reduction of cost of the investment.
- iii. These financial statements are standalone financial statements of Emami Overseas FZE, UAE only and does not include results, assets and liabilities of its subsidiary company. The management of the Company has decided to exclude consolidation of the subsidiary company in these financial statements because, the ultimate parent Company Emami Limited prepares consolidated financial statements of the group that comply with Indian Accounting Standards.

6.3 Financial Assets at Amortised Cost

Recognition and initial measurement

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

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

Classification and subsequent measurement

On initial recognition, a financial asset is classified as subsequently measured at: amortised cost:

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as fairvalue through profit or loss (FVTPL):

- i. It is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- ii. It's contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements

Derecognition

Financial asset at amortised cost is derecognised when:

- i. The right to receive cash flows from the asset have expired,
- ii. The Company retains the right to receive cash flow from the asset, but has assumed an obligation to pay them in full without material delay to the third party under a 'pass-through' arrangement,
- iii. The Company has transferred its right to receive cash flow from the asset and either:
 - has transferred substantially all the risks and rewards of the asset, or
 - has neither transferred nor retained substantially all the risks and rewards of the assets, but has transferred control of the asset.

All financial assets are recognised and derecognised on trade date and when the purchase and sale of financial asset is made under a contract whose terms require delivery of financial asset within the timeframe established by the market concern.

6.4 Financial Liabilities at Amortised Cost

6.4.1 Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

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 amount due to related party and trade and other payables.

6.4.2 Subsequent Measurement

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

a. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Company has not designated any financial liability as at fair value through profit or loss.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements

b. Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

6.4.3 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.

6.5 Property, Plant and Equipment

6.5.1 Recognition and Measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income in profit or loss. When revalued assets are sold, the amounts included in the revaluation reserve are transferred to retained earnings.

6.5.2 Subsequent Costs

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the items if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements**6.6 Leases****6.6.1 Company as a Lessee**

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments, variable lease payment and payments of penalties for terminating the lease.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising of the amount of the initial measurement of lease liability, any lease payments made at or before the commencement date, any initial direct costs and restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases of offices and warehouses are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

6.7 Impairment of Non-Financial Assets

Non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements**6.8 Impairment of Financial Assets**

The Company recognises loss allowances for Expected Credit Losses (ECLs) on:

i. Other financial assets measured at amortised cost

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

6.9 Cash & Cash equivalent

Cash and cash equivalents for the purpose of cash flow statement comprises of cash in hand, bank current and call accounts and bank fixed deposits free from lien with a maturity date of three months or less from the date of deposit.

6.10 Income Tax**6.10.1 Current Income Tax**

In accordance with Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses ("the Law"), the Company is subject to a corporate tax rate of 9% on taxable income exceeding AED 375,000, while a 0% rate applies to taxable income below AED 375,000 and Qualifying income of Qualify Free Zone company. Current income tax assets and liabilities are measured based on the amounts expected to be recovered from or paid to the tax authorities. The applicable tax rates and the provisions of the Law are considered enacted or substantively enacted at the reporting date. Current income tax is recognised in the Statement of Profit or Loss and Other Comprehensive Income. Current income tax related to items, which are recognised directly in equity, is recorded in equity, rather than in the Statement of Profit or Loss and Other Comprehensive Income. The Company's management periodically assesses positions taken in tax returns where tax regulations may be subject to interpretation, and recognises provisions for uncertain tax positions as deemed appropriate.

6.10.2 Deferred Tax

Deferred tax is recognised using the liability method for temporary differences between the tax bases of assets and liabilities and their carrying amounts. Deferred tax liabilities are recognised for all taxable temporary differences, except in cases such as the initial recognition of goodwill or certain assets and liabilities in transactions not involving business combinations, or where temporary differences related to investments in subsidiaries, associates, and joint ventures are unlikely to reverse in the foreseeable future. Deferred tax assets are recognised for deductible temporary differences, unused tax credits, and tax losses, to the extent it is probable that taxable profit will be available to utilise them. Deferred tax assets and liabilities are measured at the tax rates expected to apply when the asset is realised or the liability settled, based on laws enacted or substantively enacted at the reporting date. Deferred tax items are recognised outside profit or loss if related to items recognised outside profit or loss, and deferred tax assets and liabilities are offset when there is a legally enforceable right to offset.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements**6.11 Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material.)

7 Other Administrative Expenses	01.04.2024 to 31.03.2025	01.04.2023 to 31.03.2024
Rent expenses	21,506	25,687
Other expenses	12,075	12,075
	<u>33,581</u>	<u>37,762</u>

8 Income Tax Expense

Current income tax expense	0	0
Deferred tax assets arising from tax losses	0	0
Income tax expense recognised in statement of profit or loss	<u>0</u>	<u>0</u>

8.1 Tax Reconciliation:

Accounting profit / (loss) before tax	(33,581)	0
Non-deductible expenses	<u>0</u>	<u>0</u>
Taxable Profit	<u>0</u>	<u>0</u>
Profit on which 0% tax rate applicable	<u>0</u>	<u>0</u>
Net taxable profit @ 9%	<u>0</u>	<u>0</u>
Tax 9% on taxable profit	<u>0</u>	<u>0</u>
Income tax expense reported in the income statement	<u>0</u>	<u>0</u>
Effective tax rate	0%	0%

- 8.2** The Company has incurred tax losses during the year. However, as there is no reasonable certainty of generating sufficient taxable profits in the foreseeable future, no deferred tax asset has been recognised in respect of these losses.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements**9 Investments in Subsidiaries** **31.03.2025** **31.03.2024****Cost**

Opening balance as at April 1, 2024		381,597	381,597
Addition during the year		0	0
Closing balance as at March 31, 2025	(A)	<u>381,597</u>	<u>381,597</u>

Impairment

As at April 1, 2024		381,597	381,597
For the year		0	0
As at March 31, 2025	(B)	<u>381,597</u>	<u>381,597</u>

Net Value	(A-B)	<u>0</u>	<u>0</u>
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Notes:

- These financial statements are standalone financial statements of Emami Overseas FZE, UAE only and does not include results, assets and liabilities of its subsidiary company. The ultimate parent Company Emami Limited prepares consolidated financial statements of the group that comply with Indian Accounting Standards. The same are available at Emami Tower IMD - 5th Floor, 687, Anandapur, E.M Bypass, Kolkata - 700107, West Bengal, India.
- Investment in subsidiary Company is recognised at cost.
- Details of Subsidiary :**

Name of the Subsidiary Company	Incorporated in and Principle place of Business	Principal Activities	Effective Ownership
Pharmaderm Company SAE	Egypt	Manufacturing of Pharma and Cosmetic products	90.59%

- Out of the total number of shares held, 2 shares are in the name of related parties. However, the beneficial ownership remains with the Company.

10 Financial Assets at Amortised Cost**Short term financial assets at amortised cost**

Due from related party	6,831,180	6,937,199
	<u>6,831,180</u>	<u>6,937,199</u>



EMAMI OVERSEAS FZE**P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates****Notes to the Financial Statements**

Note: Due from related party generally arise from transactions outside the usual operating activities of the Company. These amount is interest free and repayable on demand.

	31.03.2025	31.03.2024
11 Other Assets		
Prepayments	7,600	17,706
	<u>7,600</u>	<u>17,706</u>
12 Cash and Cash Equivalents		
Cash in hand	0	0
	<u>0</u>	<u>0</u>
13 Borrowings		
Due to related party	0	9,121,889
	<u>0</u>	<u>9,121,889</u>
14 Other Financial Liabilities at Amortised Cost		
Accruals	28,375	28,900
	<u>28,375</u>	<u>28,900</u>
15 Retained Earnings		
Balance as at beginning of the year	(2,220,883)	(2,183,121)
Net loss for the year	(33,581)	(37,762)
Balance as at end of the year	<u>(2,254,464)</u>	<u>(2,220,883)</u>
16 Assigned Capital		
Assigned capital (refer note)	9,039,870	0
	<u>9,039,870</u>	<u>0</u>

Note: It represent an additional capital contributed by the parent company and it has been treated as equity since the amount is not repayable in foreseeable future.

17 Related Party and Transactions with Related Parties

For the purpose of these financial statements, parties are considered to be related to the Company, if the party has the ability, directly or indirectly, to control the party or exercise the significant influence over the party in making financial or operating decisions, or vice versa, or where the Company and the party are subject to common control or significant influence. Related parties may be individuals or other entities.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements

17.1 Related Party Balances	31.03.2025	31.03.2024
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Significant related party balances are as follows:

a. Parent company

Assigned capital	9,039,870	0
Due to related parties	<u>0</u>	<u>9,121,889</u>

b. Subsidiary companies

Due from related parties	<u>6,831,180</u>	<u>6,937,199</u>
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18 Financial Instruments

Financial instruments means financial assets and financial liabilities. The Company holds following financial instruments:

18.1 Fair Values of Financial Instruments

The fair values of the financial assets and liabilities are not materially different from their carrying value unless stated otherwise.

The Company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique :

Level 1 : The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the company is the current bid price. These instruments are included in level 1.

Level 2 : The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There were no transfers between different categories for recurring fair value measurements during the year.

19 Financial Risk Management

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

Credit Risk
Liquidity Risk
Market Risk



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements

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

19.1 Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash and cash equivalents, contractual cash flows of debt investments carried at amortised cost, at fair value through other comprehensive income (FVOCI) and at fair value through profit or loss (FVPL) and deposits with banks and financial institutions, as well as credit exposures customers.

a. Other Financial Assets and Cash and Cash Equivalents

With respect to credit risk arising from the other financial assets of the Company, which comprise bank balances and cash, other receivables and deposits, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these assets. These are considered to have low credit risk. No loss allowance is necessary considering 12 month expected loss.

Credit risk from balances with banks and financial institutions is low since the bank current accounts and bank margins are placed with high credit quality financial institutions and considering the profile of them, the management does not expect any counterparty to fail in meeting its obligations.

19.2 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.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters. The Company has a commitment from its shareholders of a continuous support in terms of cash flow management.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements

The table below summarises the maturity profile of the Company's financial liabilities based on contractual maturity dates:

Year Ended: March 31, 2025	Contractual Cash Flows	12 Months or Less	Above 12 Months
Non-derivative financial liabilities			
- Financial Liabilities at Amortised Cost	28,375	28,375	0
Derivative financial liabilities	0	0	0
Total financial liabilities	28,375	28,375	0
Year Ended: March 31, 2024	Contractual Cash Flows	12 Months or Less	Above 12 Months
Non-derivative financial liabilities			
- Financial Liabilities at Amortised Cost	28,900	28,900	0
Derivative financial liabilities	0	0	0
Total financial liabilities	28,900	28,900	0

At present, the Company expects to pay all liabilities at their contractual maturity. In order to meet such cash commitments, the Company expects the operating activity to generate sufficient cash inflows. In addition, the Company holds financial assets for which there is a liquid market and that are readily available to meet liquidity needs.

19.3 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 holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

a. Exposure to 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.

Due to related parties and due from related parties are unsecured, interest free and repayable on demand.



EMAMI OVERSEAS FZE

P. O. Box No. 52338, Hamriyah Free Zone, Sharjah, United Arab Emirates

Notes to the Financial Statements

b. Exposure to Exchange Rate Risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's significant monetary assets and liabilities denominated in foreign currencies are in USD. As the AED is currently pegged to the USD, balances in USD are not considered to represent significant currency risk.

19.4 Capital Management

Capital includes equity attributable to the shareholder of the Company. The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The primary objective of the Company's capital management strategy is to ensure that it maintains a healthy capital gearing ratio in order to support its business and maximise shareholder value.

20 Significant Events Occurring After the Date of Statement of Financial Position

There were no significant events occurring after the financial position date which require disclosure in the financial statements.

21 Comparative Figures

Previous year's figures are regrouped and reclassified wherever necessary so as to conform to the current year's presentation.

