

INDEPENDENT AUDITORS' REPORT
AND
FINANCIAL STATEMENTS
OF
EMAMI NEO-HERBALS INTERNATIONAL LTD.
AS AT 31 MARCH 2026
AND
FOR THE PERIOD FROM 01 APRIL 2025 TO 31 MARCH 2026



AHMED MASHUQUE & CO., *Chartered Accountants*

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**Independent Auditors' Report
to the shareholders of
Emami Neo-Herbals International Ltd.**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Emami Neo-Herbals International Ltd., which comprise the statements of financial position as at 31 March 2026, and the statement of profit and loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 March 2026, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs).

Basis for opinion

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

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

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, the Companies Act, 1994 and other applicable laws and regulations and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are also responsible for overseeing the company's financial reporting process.

Auditors' Responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



AHMED MASHUQUE & CO.

Chartered Accountants

www.ahmedmashuque.com

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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

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

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act, 1994 we also report the following:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit and made due verification thereof;
- b) in our opinion, proper books of account as required by law have been kept by the company so far as it appeared from our examination of those books; and
- c) the company's statement of financial position and statement of profit or loss and other comprehensive income dealt with by the report are in agreement with the books of account.

Dated: 11 May 2026
Dhaka

Ahmed Mashuque & Co.
Chartered Accountants
FRC firm enlistment no. CAF-001-115

Jahangir Hussain FCA
Partner
Enrolment Number: 1960
DVC: 2605111960AS969039

Emami Neo-Herbals International Ltd.
Statement of financial position
As at 31 March 2026

Particulars	Notes	Amount in Taka	
		31 March 2026	31 March 2025
Assets			
Non current assets		-	-
Current assets			
Cash and cash equivalents	4.00	2,500,000	2,499,900
Total current assets		2,500,000	2,499,900
Total assets		2,500,000	2,499,900
Shareholder's equity and liabilities			
Shareholder's equity			
Share capital	5.00	2,500,000	2,500,000
Retained earnings		(874,950)	(360,100)
Total shareholder's equity		1,625,050	2,139,900
Liabilities			
Current liabilities			
Liabilities for expense	6.00	874,950	360,000
Total current liabilities		874,950	360,000
Total shareholder's equity and liabilities		2,500,000	2,499,900

These financial statements should be read in conjunction with annexed notes.

Bradys Kura Mont

Director

Ahmed Parash

Director

Signed in terms of our report of even date annexed.

Dated: 11 May 2026
Dhaka.

Ahmed Mashuque & Co
Chartered Accountants
FRC firm enlisted no. CAF-001-115



Hussain

Jahangir Hussain FCA
Partner
Enrolment Number: 1960
DVC: 2605111960AS969039

Emami Neo-Herbals International Ltd.
Statement of profit or loss and other comprehensive income
For the period from 01 April 2025 to 31 March 2026

Particulars	Notes	Amount in Taka	
		01 April 2025 to 31 March 2026	24 September 2024 to 31 March 2025
Income			
Revenue		-	-
Less: Expenditure			
Operating and other expenses	7.00	514,950	360,100
		514,950	360,100
Net profit/(loss) from operations		(514,950)	(360,100)
Less: Income tax expenses			
Current tax		-	-
Net profit after tax		(514,950)	(360,100)
Other comprehensive income		-	-
Total comprehensive income		(514,950)	(360,100)
(Transferred to statement of changes in equity)			

These financial statements should be read in conjunction with annexed notes.

Radhusana Mar

Director

Ahmed Mashuque

Director

Signed in terms of our report of even date annexed.

Dated: 11 May 2026
Dhaka.

Ahmed Mashuque & Co
Chartered Accountants
 FRC firm enlistment no. CAF-001-115



Jahangir Hussain

Jahangir Hussain FCA
 Partner
 Enrolment Number: 1960
 DVC: 2605111960AS969039

Emami Neo-Herbals International Ltd.
Statement of changes in equity
For the period from 01 April 2025 to 31 March 2026

Particulars	Amount in Taka		
	Share capital	Retained earnings	Total
Balance as at 24 September 2024	-	-	-
Addition during the period	2,500,000	(360,100)	2,139,900
Balance as at 31 March 2025	2,500,000	(360,100)	2,139,900
Balance as at 01 April 2025	2,500,000	(360,100)	2,139,900
Addition during the period	-	(514,950)	(514,950)
Prior year adjustment	-	100	100
Balance as at 31 March 2026	2,500,000	(874,950)	1,625,050

These financial statements should be read in conjunction with annexed notes.

Pradyumn Kumar
Director

Ahmed Parveen
Director

Dated: 11 May 2026
Dhaka.



Emami Neo-Herbals International Ltd.
Statement of cash flows
For the period from 01 April 2025 to 31 March 2026

Particulars	Amount in Taka	
	01 April 2025 to 31 March 2026	24 September 2024 to 31 March 2025
A. Cash flows from operating activities		
Collection from revenue and others	-	-
Payment for expenses	-	(100)
Net cash generated by /(used in) operating activities	-	(100)
B. Cash flows from investing activities:		
Acquisition of property, plant and equipment	-	-
Net cash provided by /(used in) investing activities	-	-
C. Cash flows from financing activities:		
Share capital	2,500,000	2,500,000
Net cash provided by /(used in) financing activities	2,500,000	2,500,000
D. Net changes in cash and cash equivalents (A+B+C)	2,500,000	2,499,900
Add: Cash and cash equivalents at the beginning of the year	-	-
Cash and cash equivalents at the end of the year	2,500,000	2,499,900

These financial statements should be read in conjunction with the annexed notes.

Prady Kua Nair

Director

Amit Kumar

Director

Dated: 11 May 2026
Dhaka



Emami Neo-Herbals International Ltd.
Summary of significant accounting policies and others explanatory information
As at 31 March 2026 and for the period from 01 April 2025 to 31 March 2026

1.01 Company profile

Emami Neo-Herbals International Ltd. is a private limited company incorporated in Bangladesh on 24 September 2024 under the Companies Act, 1994 vide registration no. C-197429/2024. The registered office at House no. 28-29, Kakrail, Navana Obaid Eternia, (Level-14), VIP Road, Dhaka, PO:1000, Bangladesh.

1.02 Nature of business

The company is primarily objective in importing, trading, manufacturing and distribution of ayurvedic products. The company has no operation during this period.

2.01 Basis of preparation

The financial statements have been prepared in compliance with International Financial Reporting Standards (IFRS) and the requirements of the Companies Act, 1994 and other relevant local laws and regulations as applicable. IFRS comprise of:

International Financial Reporting Standards (IFRS);
International Accounting Standards (IAS); and
Interpretations.

The titles and format of these financial statements follow the requirements of IFRS which are to some extent different from the requirements of the Companies Act, 1994. However, such differences are not material and in the view of management IFRS title gives better presentation to the shareholders.

2.02 Reporting period

Financial period of the company has been changed from 01 January to 31 December to 01 April to 31 March of each year by passing the special resolution by the board of Director of the company. These financial statements cover the period from 01 April 2025 to 31 March 2026.

2.03 Basis of accounting

The financial statements have been prepared under the accrual basis of accounting.

2.04 Going concern

The financial statements have been prepared on going concern basis. As per the management assessment, there is no material uncertainties related to events or conditions which may cast significant doubt upon the companies ability to continue as a going concern.

2.05 Basis of measurement

The financial statements have been prepared under the historical cost convention.

2.06 Use of estimates and judgments

The preparation of the financial statements in conformity with International Financial Reporting Standards (IFRS) requires management to make judgment, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual result 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.

2.07 Functional and presentation

These financial statements are presented in Bangladesh currency (Taka), which is both functional currency and presentation currency of the company. All amount have been rounded off to the nearest Taka unless otherwise indicated.

2.08 Offsetting

Financial assets and liabilities are offset and net amount is reported in the financial statements only when there is legally enforceable right to set-off the recognized amounts and the company intends to either to settle on the net basis, or to realize the assets and to settle the liabilities simultaneously.



2.09 Materiality and aggregation

Each material class of similar items present separately in the financial statements. Items of dissimilar nature or function are presented separately unless they are immaterial.

2.10 Components of financial statements

The financial statements comprises of:

- (i) Statement of financial position as at 31 March 2026;
- (ii) Statement of profit or loss and other comprehensive income for the period from 01 April 2025 to 31 March 2026;
- (iii) Statement of changes in equity for the period for the period from 01 April 2025 to 31 March 2026;
- (iv) Statement of cash flows For the period from 01 April 2025 to 31 March 2026;; and
- (v) A summary of significant accounting policies and other explanatory information as at 31 March 2026 and for the period from 01 April 2025 to 31 March 2026.

3.01 Significant accounting policies

3.02 Property, plant and equipment

a) Recognition and measurement

An item of property, plant and equipment that qualifies for recognition as an asset is initially recognized at its cost of acquisition and subsequently stated at cost less accumulated depreciation and impairment losses, if any, in accordance with IAS-16: Property, Plant and Equipment. The cost of an item of property, plant and equipment comprises its purchase price, import duties and non-refundable taxes, after deducting trade discount and rebates, and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the intended manner.

b) Subsequent cost

The cost of replacing or up-gradation of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits associated with the item will flow to the company and its cost can be measured reliably. The carrying amount of the replaced component is derecognized. The costs of the day to day servicing of property, plant and equipment are recognized in profit or loss and other comprehensive income as incurred.

c) Depreciation

On disposal of property, plant and equipment, the cost and accumulated depreciation are eliminated and gain or loss on such disposal is reflected in the statement of profit or loss and other comprehensive income, which is determined with reference to the net book value of the assets and net sales proceeds.

d) Disposal

On disposal of property, plant and equipment, the cost and accumulated depreciation are eliminated and gain or loss on such disposal is reflected in the statement of profit or loss and other comprehensive income, which is determined with reference to the net book value of the assets and net sales proceeds.

3.03 Financial instruments

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

i) Financial assets

The Company initially recognizes loans and receivables and deposits on the date that they are originated. All other financial assets are recognized initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

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

Financial assets and liabilities are offset and the net amount presented in the Statement of Financial Position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.



(a) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and cash at bank. Cash comprises cash at bank which are available for use by the Company without any restriction. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

The Company has the positive intent and ability to hold FDR to maturity, and such financial assets are classified as held-to-maturity. Held-to-maturity financial assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, held-to-maturity financial assets are measured at amortized cost using the effective interest method, less any impairment losses.

(b) Advances, prepayments and deposits

Advances

Advances are initially measured at cost. After initial recognition, advances are carried at cost less deduction, adjustment.

Deposits

Deposits measured at cost value.

Prepayments

Prepayments are initially measured at cost. After initial recognition, Prepayments are carried at cost less charges to Statement of profit or loss and other comprehensive income.

(c) Trade receivables

Accounts receivable is stated net of provisions, if any.

ii) Financial liabilities

All financial liabilities are recognized initially on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

(a) Trade and other payables

Trade and other payables and other financial liabilities are recognized when contractual obligations arising from past events are certain and the settlement of which is expected to result in an outflow from the company of resources embodying economic benefits.

3.04 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net off any tax effects.

Paid up capital represents total amount of shareholders capital that has been paid in full by the ordinary shareholders. Holders of ordinary shares are entitled to receive dividends as declared from time to time.

3.05 Income tax

Income tax expenses comprises current and deferred tax. Current tax and deferred tax is recognized in profit or loss except to the extent that its relates to items recognized directly in equity in which case it is recognized in equity.

3.06 Provisions

In accordance with the guidelines as prescribed by IAS 37: Provisions, contingent liabilities and contingent assets provisions are recognized when all the following criteria are met :

- When the company has a present obligation as a result of past event;
- When it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- Reliable estimate can be made of the amount of the obligation.



3.07 Revenue recognition

IFRS 15 provides a single, principles-based approach to the recognition of revenue from all contracts with customers. It focuses on the identification of performance obligations in a contract and requires revenue to be recognized when or as those performance obligations are satisfied.

'The new standard is based on the principle that revenue is recognized when control of goods or services transfers to a customer, so the concept of control replaces the existing concept of risks and rewards. This standard combines, enhances and replaces specific guidance on recognizing revenue with a single standard. A new five-step process must be applied before revenue from contract with customer can be recognized:

- i). Identify the contracts with customers;
- ii). Identify the separate performance obligation;
- iii). Determine the transaction price of the contract;
- iv). Allocate the transaction price to each of the separate performance obligations; and
- v). Recognize the revenue as each performance obligation is satisfied.

3.08 Statement of cash flows

Statement of cash flows is prepared in accordance with IAS-7 : *Cash Flow Statement under direct method*.

3.09 Transactions in foreign currencies

Transactions denominated in foreign currencies are translated into International taka at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into International taka at the exchange rates ruling at the statement of financial position date. Non monetary assets and liabilities denominated in foreign currencies, which are stated at historical cost, are translated into International taka at the exchange rate ruling at the date of the transaction. Foreign exchange differences arising on translation are recognized in the respective head of income/expenses.

3.10 Financial risk management policies

The management of the company has the overall responsibility for the establishment and oversight of the company's risk management framework. Financial risk management policies require establishing standard procedures to identify and analyze the main risks to which the company is exposed and continually deploying and managing risk management systems designed to eliminate or reduce the probability that risks will arise and to limit their impact.

3.11 Events after the reporting date

In accordance with IAS 10: Events after the reporting period, amount recognized in the financial statements are adjusted for event after the reporting period that provide additional evidence of conditions that existed at the end of the reporting period. No adjustment is given in the financial statements for event after the reporting period that are indicative of conditions that arose after the reporting period. Material non-adjusting events are disclosed in the financial statements.

3.12 General

Figures have been rounded off to the nearest Taka as the currency represented in these financial statements.



4.00 Cash and cash equivalent

Cash in hand

Cash at bank:

The Hongkong Shanghai Banking Corporation

Amount in Taka	
31 March 2026	31 March 2025
-	-
2,500,000	2,499,900
2,500,000	2,499,900

5.00 Share Capital**Authorized Capital**

(1,000,000 ordinary shares of TK. 10 each)

Issued, subscribed & paid up share capital

(250,000 ordinary shares of TK. 10 each)

Share holder position of the company is as under:**Emami International FZE**

(249,990 ordinary shares @ Tk. 10 each)

Emami International Personal Care L.L.C

(10 ordinary shares @ Tk. 10 each)

10,000,000	10,000,000
2,500,000	2,500,000
2,499,900	2,499,900
100	100
2,500,000	2,500,000

6.00 Liabilities for expense

Professional fees Payable

Rental payable

Audit fees Payable

541,450	222,000
218,500	80,500
115,000	57,500
874,950	360,000

01 April 2025
to
31 March 2026

24 September
2024
to
31 March 2025

7.00 Operating and other expenses

Bank Charge

Professional fees

Rent expenses

Audit fees

-	100
319,450	222,000
138,000	80,500
57,500	57,500
514,950	360,100

