RITECH HOLDING LTD

Consolidated Financial Statements

31 March 2025

Registered office:

DD-14-124-027,14,
Al Khatem Tower, Wework Hub 71,
Adgm Square, Al Maryah Island,
Abu Dhabi, United Arab Emirates

RITECH HOLDING LTD

Consolidated Financial Statements
31 March 2025

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RITECH HOLDING LTD
Director's report

The director submits his report and consolidated financial statements for the period ended 31st March 2025.

Results

The Group has incurred a net loss amounting to AED 161,869/- for the period ended 31st March 2025.

Review of the business

The company is registered for special purpose vehicle - holding ownership of equity and non-equity assets, including shares, debentures, bonds, other forms of security. Holding ownership of real property, intellectual property, other tangible and intangible assets. The company has 51% shareholding in Royalux FZCO, registered with Jebel Ali Free Zone Authority.

Events since the end of the period

There were no important events, which have occurred since the period-end that materially affect the Group.

Shareholder and its interest

The shareholder at 31st March 2025 and its interest as at that date in the share capital of the company was as follows:

Name of the shareholder	***Country of incorporation***	***No. of shares***	***AED***
IKIO Solutions Private Limited	India	200	3,673
		200	**3,673**

As per Amendment in Articles of Association dated 15th May 2024, Mr. Jaspreet Singh Pal sold his shares to Ikio Solutions Private Limited.

Statement of director's responsibilities

The applicable regulation, requires the director to prepare the consolidated financial statements for each financial period which presents fairly in all material respects, the financial position of the group and its financial performance for the period then ended.

The consolidated financial statements for the period under review, have been prepared in conformity and in compliance with the relevant statutory requirements and other governing laws. The director confirm that sufficient care has been taken for the maintenance of proper and adequate accounting records that disclose with reasonable accuracy at any time, the financial position of the group and enables them to ensure that the consolidated financial statements comply with the requirements of applicable statute. The director also confirm that appropriate accounting policies have been selected and applied consistently in order that the consolidated financial statements reflect fairly the form and substance of the transactions carried out during the period under review and reasonable present the group's financial conditions and results of its operations.

Auditor

A resolution to re-appoint **Mehta & Associates Auditing** as auditor and fix their remuneration will be put to board at the annual general meeting.

Sd/-

Mr. Jaspreet Singh Pal
Director

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF RITECH HOLDING LTD

Report on the Audit of Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of the **RITECH HOLDING LTD**, which comprise the consolidated statement of financial position as at 31 March 2025, and the related consolidated statement of profit and loss & other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the period then ended, and notes to the consolidated financial statements, including the summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of **RITECH HOLDING LTD** as at 31 March 2025, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards (IFRSs) and applicable rules and regulations of Abu Dhabi Global Market Registration Authority.

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 the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements as applicable in United Arab Emirates and rules and regulations of Abu Dhabi Global Market Registration Authority Companies Implementing Regulations 2016 as amended and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

Management is responsible for the other information. The other information comprises the manager's report, other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, 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.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the IFRSs and applicable provision of Abu Dhabi Global Market Registration Authority Companies Implementing Regulations 2016 as amended, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

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

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDER OF
RITECH HOLDING LTD

Report on the Audit of Financial Statements (contd.)

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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 Group'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 Group'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 consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

Also, in our opinion, the Group has maintained proper books of account and these consolidated financial statements are in agreement with the books of account. We have obtained all the information considered necessary for our audit. To the best of our knowledge and belief no violations of the Abu Dhabi Global Market Registration Authority Companies Implementing Regulations 2016 as amended or the articles of association have occurred during the period, which would have had a material effect on the business of the Group or on its consolidated financial position.

Sd/-
Signed by
Kalpesh K. Mehta
Partner
Registration no. 1003
Dubai
8th May 2025

RITECH HOLDING LTD

Consolidated statement of financial position
At 31 March 2025

	Notes	2025 AED
ASSETS		
Non-current assets		
Fixed assets	6	81,670
		81,670
Current assets		
Inventories	7	2,180,567
Trade and other receivables	8	2,933,742
Prepayments		78,279
Cash and bank balances	9	700,870
		5,893,458
TOTAL ASSETS		**5,975,128**
EQUITY AND LIABILITIES		
Capital and reserves		
Share capital	10	3,673
Accumulated losses		(139,811)
Equity funds		**(136,138)**
Long-term loan	11	1,070,000
Non-controlling interest		652,839
Total shareholder's equity		**1,586,701**
Current liabilities		
Trade and other payables	12	4,388,427
		4,388,427
TOTAL EQUITY AND LIABILITIES		**5,975,128**

The accompanying notes form an integral part of these consolidated financial statements.
The Independent Auditors' Report is set forth on pages 2 & 3.
Accepted and confirmed by the board of directors on 8th May 2025 and signed on their behalf by:

For RITECH HOLDING LTD

Sd/-

Mr. Jaspreet Singh Pal
Director/Authorised Signatory

RITECH HOLDING LTD

Consolidated statement of profit or loss account and other comprehensive income for the period ended 31 March 2025

	Notes	15th May 2024 to 31st Mar. 2025 AED
Sales		**4,610,803**
Cost of goods sold	13	(2,974,327)
Direct expenses	14	(610,521)
Gross profit		**1,025,955**
Expenses	15	(1,154,634)
Loss from operations		**(128,679)**
Finance cost on long term loan	11,17	(33,190)
Loss for the period before tax		**(161,869)**
Income tax expense	16	-
Deferred tax expenses/(credit)		-
Loss for the period		**(161,869)**
Other comprehensive income		-
Total comprehensive loss for the period		**(161,869)**
Attributable to		
Owners of the parent		(102,528)
Non-controlling interests		(59,341)
		(161,869)

The accompanying notes form an integral part of these consolidated financial statements.

RITECH HOLDING LTD

Consolidated statement of changes in equity
for the period ended 31 March 2025

	Share capital *AED*	*Accumulated losses* *AED*	*Long-term loan* *AED*	*Non-controlling interest* *AED*	*Total* *AED*
As at 14 May 2024	**3,673**	**(37,283)**	**-**	**4,180**	**(29,430)**
Total comprehensive loss for the period	-	(102,528)	-	(59,341)	(161,869)
Funds introduced during the period	-	-	1,070,000	708,000	1,778,000
As at 31 March 2025	**3,673**	**(139,811)**	**1,070,000**	**652,839**	**1,586,701**

The accompanying notes form an integral part of these consolidated financial statements.

RITECH HOLDING LTD

Consolidated statement of cash flows
for the period ended 31 March 2025

	15th May 2024 to 31st Mar. 2025 AED
Cash flows from operating activities	
Net loss for the period	(161,869)
Adjustments for:	
Depreciation on fixed assets	16,472
Finance cost	33,190
Operating profit before working capital changes	**(112,207)**
Changes in inventories	(2,180,567)
Changes in accounts and other receivables, prepayments	(2,977,371)
Changes in accounts and other payables	4,267,511
Net cash from/(used in) operating activities	**(1,002,634)**
Cash flows from investing activities	
Payment for additions in fixed assets	(78,296)
Net cash from/(used in) investing activities	**(78,296)**
Cash flows from financing activities	
Funds introduced by a shareholder	708,000
Long-term loan received	1,070,000
Net cash from/(used in) financing activities	**1,778,000**
Net changes in cash and cash equivalents	**697,070**
Cash and cash equivalents at beginning of the period	3,800
Cash and cash equivalents at end of the period	**700,870**
Represented by	
Cash on hand	6,410
Bank balances in current accounts	694,460
Cash and cash equivalents at end of the period	**700,870**

The accompanying notes form an integral part of these consolidated financial statements.

RITECH HOLDING LTD

Notes to the Consolidated Financial Statements
for the period ended 31 March 2025

1. Legal status and business activity

a) **RITECH HOLDING LTD** ("The Company") is registered as a private limited company, operates under commercial license no. 14749, registered with Abu Dhabi Global Market, Abu Dhabi, U.A.E.

b) These consolidated financial statements include the financial performance and position of the company and its subsidiary as listed below (collectively the "Group")

Name of the companies	***Country of incorporation***	***Registered activity***	***Percentage of ownership***
Ritech Holding Ltd	U.A.E.	Holding ownership of equity and non-equity assets, including shares, debentures, bonds, other forms of security, holding ownership of real estate property, intellectual property, other tangible and intangible assets	N.A.
Royalux FZCO	U.A.E.	Trading of chandeliers, light fitting & fixtures, wires and cables, electrical fittings and lighting equipment & requisites.	51%

c) The management of the Group is vested with the manager Mr. Jaspreet Singh Pal.

2. Basis of preparation

a) Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards issued or adopted by the International Accounting Standards Board (IASB) which are effective for accounting period beginning on or after 1 January 2024, and the applicable rules and regulations of the respective governing authorities where Group companies are registered.

b) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange of assets.

c) Functional and presentation currency

The consolidated financial statements have been prepared in Arab Emirates Dirhams (AED), which is the Group's functional and presentation currency.

d) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and subsidiary controlled by the company (its subsidiary).

The control is based on whether,

a) The Investor has power over the investee
b) It is exposed to rights of variable returns and
c) It has the ability to use its power to affect the amount of the returns.

Basis of consolidation (contd.)

The results of subsidiary acquired or disposed off during the period are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the group's entities.

All intra company transactions, balances, income and expenses are eliminated on consolidation.

Subsidiaries

Subsidiary is an entity (investee) which is controlled by another entity (the Parent or the Investor). The control is based on whether,

a) The Investor has power over the investee
b) It is exposed to rights of variable returns and
c) It has the ability to use its power to affect the amount of the returns.

Subsidiary is consolidated from the date that control is transferred to the company and is no longer consolidated from the date that control ceased.

The purchase method of accounting is used to account for the acquisition of subsidiaries. The cost of an acquisition is measured as the fair value of the assets given up, shares issued or liabilities undertaken at the date of acquisition plus costs directly attributable to the acquisition. The excess of cost of acquisition over the fair value of the net assets of the subsidiary acquired is recorded as goodwill.

e) Fair value measurement

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

For financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety as described below:

- Level 1 quoted prices in active markets for identical assets or liabilities.
- Level 2 inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3. Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Uncertainty about these assumptions and estimates could result in outcomes that requires a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

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

Judgments made in applying accounting policies

The significant judgments made in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

Determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option, extension options (or period after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

Discounting of lease payments

The lease payments are discounted using the group's incremental borrowing rate (IBR), due to the absence of implicit rates in the lease contracts. Management has applied judgements and estimates to determines the IBR at the commencement of lease, using borrowing rates that certain financial institutions would charge the group against financing the different types of assets it leases over different terms and different ranges of values. Majority of the leases are present in the U.A.E. and accordingly no adjustments for the economic environment was deemed required.

Impairment

At each reporting date, management conducts an assessment of fixed assets, intangible assets, investments and all financial assets to determine whether there are any indications that they may be impaired. In the absence of such indications, no further action is taken. If such indications do exist, an analysis of each asset is undertaken to determine its net recoverable amount and, if this is below its carrying amount, a provision is made. In the case of loans and receivables, if an amount is deemed irrecoverable, it is written off to statement of comprehensive income or, if previously a provision was made, it is written off against the provision.

Reversals of provisions against loans and receivables are made to the extent of the related amounts being recovered.

Classification of investment as a subsidiary:

The Group has classified its 51% investment in Royalux FZCO, U.A. E., a Jebel Ali Free Zone company, as its subsidiary, considering all relevant circumstances, the management is of the opinion that it is in a position to control the investee.

Key sources of estimation uncertainty and assumptions

The key assumptions concerning the future, and other key sources of estimation uncertainty and assumptions at the reporting date, that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period, are discussed below:

Residual values of fixed assets

Residual values are assumed to be zero unless a reliable estimate of the current value can be obtained for similar assets of ages and conditions that are reasonably expected to exist at the end of the assets' estimated useful lives.

Estimated useful life of fixed assets

Management determines the estimated useful lives and depreciation charge for its fixed assets at the time of addition of the assets and is reviewed on annual basis.

Inventory provision

Management regularly undertakes a review of the company's inventory, in order to assess the likely realization proceeds, taking in account purchase and replacement prices, age, likely obsolescence, the rate at which goods are being sold and the physical damage. Based on the assessment assumptions are made as to the level of provisioning required.

Impairment of accounts and other receivables

Management regularly undertakes a review of the amounts of loans and receivables owed to the group either from third parties or from related parties and assess the likelihood of non-recovery. Such assessment is based upon the age of the debts, historic recovery rates and assessed creditworthiness of the debtor. Based on the assessment assumptions are made as to the level of provisioning required.

Taxes

Significant judgment and estimates are required to determine the total provision for current and deferred taxes.

Tax liabilities are recorded based on management's estimate of either the most likely amount or the expected value amount depending on which method is expected to better reflect the resolution of the uncertainty. Given the inherent uncertainty in audit by the assessing tax authorities' outcomes, the company could, in future periods, experience adjustments to these tax liabilities that have a material positive or negative effect on the company's results for a particular period.

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date. The non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. When value in use calculation is undertaken, management estimates the expected future cash flows from the asset or cash generating unit and chooses a suitable discount rate in order to calculate the present value of those cash flows.

Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The directors of the Group determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The directors ensure that the appropriate valuation techniques are employed to measure fair value and these are regularly reviewed to understand the cause of fluctuations in the fair value of the assets and liabilities.

Determining the lease term of contracts with renewal options

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has the option, under some of its leases to lease the assets for additional terms. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an

economic incentive for it to exercise the renewal. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).

4. Adoption of new and revised International Financial Reporting Standards

a) New and revised International Financial Reporting Standards

The following International Financial Reporting Standards, amendments thereto and interpretations issued by IASB that became effective from 1st January 2024. The adoption of these new standards and amendments applies for the first time in 2024, they do not have a material impact on the financial statements of the company. Their adoption has resulted in presentation and disclosure changes only.

New standard, interpretations and amendments adopted by the company during the period are as follows:

- IFRS 16 Lease liability in a sale and leaseback
- Amendments to IAS 1 Non-current liability with covenants and classification of Liabilities as Current or Noncurrent.
- IAS 7 and IFRS 7 Suppliers finance arrangements

New and amended standards not yet effective, but available for early adoption

The below new and amended IFRS that are available for early adoption for financial period ending March 31, 2025 are not effective until a later period, and have not been applied in preparing these consolidated financial statements.

Adoption not expected to impact the company's financial Statements:

Effective Date	Description
January 1, 2025	• Lack of Exchangeability IAS 21, IFRS 1

5. Significant accounting policies

a) Depreciation of fixed assets

The cost of fixed assets is depreciated using the straight-line value method as per the useful lives of the assets as estimated by the management.

Furniture & fixture	5 years
Office equipment	5 years

Depreciation on additions is calculated on a pro-rata basis from the month of additions and on deletion up to the month of deletion of the asset.

Right of use assets are measure at cost, less any accumulated depreciation and impairment losses, and adjusted for any measurement of lease liabilities. The cost of right to use assets includes the amount of lease liabilities recognized, initial direct cost incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right to use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right of use assets are subject to impairment.

b) Financial instruments:

Financial Instruments: Recognition and Measurement. The new standard brings fundamental changes to the accounting for financial assets and to certain aspects of the accounting for financial liabilities.

Financial assets

The group classifies financial assets upon initial recognition of IFRS 9 into following categories:

- Fair value through profit and loss (FVTPL)
- Fair value through other comprehensive income (FVOCI)
- Amortized cost (AC)

All financial assets are initially measured at fair value. Transaction costs are added to the cost of all financial instruments except for financial assets classified as at fair value through profit or loss. Transaction costs on financial assets classified as at fair value through profit or loss are recognized in the statement of profit or loss.

Fair value through profit and loss (FVTPL)

Financial assets whose business model is to acquire and sell, or whose contractual terms do not give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding are classified as FVTPL.

In addition to the above, on initial recognition, the group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI or at FVTPL. If doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Fair value through profit and loss (FVTPL) (contd.)

Financial assets classified as FVTPL are subsequently measured at fair value with gains and losses arising due to changes in fair value recognized in the statement of profit or loss. Interest income and dividends are recognized in the statement of profit or loss according to the terms of the contract, or when the right to payment has been established.

Fair value through other comprehensive income (FVOCI)

Debt instruments at FVOCI

The group classifies debt instruments at FVOCI if it meets both of the following conditions:

- The instrument is held within a business model, the objective of which is achieved by both collecting contractual cash flows and selling financial assets.
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Debt instruments classified as FVOCI are subsequently measured at fair value with gains and losses arising due to changes in fair value recognized in OCI. Interest income and foreign exchange gains and losses are recognized in the statement of profit or loss. On derecognition, cumulative gains or losses previously recognized in OCI are reclassified from OCI to statement of profit or loss.

Equity instruments at FVOCI

Upon initial recognition, the group may elect to classify irrevocably some of its equity investments as at FVOCI if they meet the definition of Equity under IAS 32 Financial Instruments: Presentation and are not held for trading. Such classification is determined on an instrument-by-instrument basis.

Equity instruments at FVOCI are subsequently measured at fair value. Changes in fair value including foreign exchange gains and losses are recognized in OCI. Dividends are recognized in statement of profit or loss when the right of the payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI.

Equity instruments at FVOCI are not subject to an impairment assessment. On derecognition, cumulative gains or losses will be reclassified from fair value reserve to retained earnings in the statement of changes in equity.

Amortized cost (AC)

The group classifies financial assets at AC if it meets both of the following conditions and is not designated as at FVTPL:

The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and

The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

Financial assets classified at AC are subsequently measured at amortized cost using the effective interest method adjusted for impairment losses, if any. Interest income, foreign exchange gains/losses and impairment are recognized in the statement of profit or loss. Any gain or loss on derecognition is recognized in the statement of profit or loss.

Financial liabilities

The accounting for financial liabilities remains largely the same as it was under IAS 39, except for the treatment of gains or losses arising from group's own credit risk relating to liabilities designated at FVTPL. Such movements are presented in OCI with no subsequent reclassification to the statement of profit or loss.

Under IFRS 9, embedded derivatives are no longer separated from a host financial asset. Instead, financial assets are classified based on the business model and their contractual terms. The accounting for derivatives embedded in financial liabilities and in non-financial host contracts has not changed.

Classification and measurement of financial assets and financial liabilities

The group determines classification and measurement category of financial assets, except equity instruments and derivatives, based on a combination of the entity's business model for managing the assets and the instruments' contractual cash flow characteristics.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position only when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Business model

The group determines its business model at the level that best reflects how it manages group’s financial assets to achieve its business objective. The group's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

How the performance of the business model and the financial assets held within that business model are evaluated and reported to the group's key management personnel.

The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed.

How managers of the business are compensated (for example, whether the compensation is based on the fair value of the assets managed or on the contractual cash flows collected).

The expected frequency, value and timing of sales are also important aspects of the group's assessment. The business model assessment is based on reasonably expected scenarios without taking "worst case" or "stress case" scenarios into account.

The SPPI test

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the group assesses whether the financial instruments' cash flows met the SPPI test.

"Principal" for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortization of the premium/discount).

The most significant elements of interest within a basic lending arrangement are typically the consideration for the time value of money, credit risk, other basic lending risks and a profit margin. To make the SPPI assessment, the group applies judgment and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the interest rate is set.

The SPPI test (contd.)

The effect of the adoption of IFRS 9 regarding the investment's classification and measurement is the reclassification of the group's certain investments in accordance with the requirement of the standard has no impact on the statement of profit or loss.

Impairment of financial assets

IFRS 9 replaces the "incurred loss" model in IAS 39 with an "Expected Credit Loss" (ECL) model. Accordingly, the group applies the new impairment model for its financial assets. The group incorporates forward-looking information into both its assessment of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Incorporating forward-looking information increases the degree of judgment required as to how changes in these macro-economic factors will affect ECLs. The methodologies and assumptions including any forecasts of future economic conditions are reviewed regularly.

IFRS 9 introduces three-stage approach to measuring ECL. Assets migrate through the following three stages based on the change in credit quality since initial recognition.

Stage 1: 12 months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition, the portion of the lifetime ECL associated with the probability of default events occurring within next 12 months is recognized.

Stage 2: Lifetime ECL - not credit impaired

For credit exposures where there has been a significant increase in credit risk since initial recognition but that are not credit impaired, a lifetime ECL is recognized.

Stage 3: Lifetime ECL - credit impaired

Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred.

ECL are the discounted product of the Probability of Default (PD), Exposure at Default (EAD), and Loss Given Default (LGD). The PD represents the likelihood of a borrower defaulting on its financial obligation, either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation. EAD represents the expected exposure in the event of a default. The group derives the EAD from the current exposure to the financial instruments and potential changes to the current amounts allowed under the contract including amortization. The EAD of a financial asset is its gross carrying amount. The LGD represents expected loss conditional on default, its expected value when realized and the time value of money.

The group expects to apply the simplified approach to recognize lifetime expected credit losses for its accounts receivables as permitted by IFRS 9. Accordingly, accounts receivables which are not credit impaired and which do not have significant financing component is categorized under stage 2 and lifetime ECL is recognized.

Objective evidence that debt instrument is impaired includes whether any payment of principal or profit is overdue by more than 90 days or there are any known difficulties in the cash flows including the sustainability of the counterparty's business plan, credit rating downgrades, breach of original terms of the contract, its ability to improve performance once a financial difficulty has arisen, deterioration in the value of collateral etc. The group assesses whether objective evidence of impairment exists on an individual basis for each individually significant asset and collectively for others not deemed individually significant.

Loss allowances for ECL are presented as a deduction from the gross carrying amount of the financial assets with fair value.

Impairment of non-financial asset

The carrying amounts of the group non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. An impairment loss is recognized if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses, if any, are recognized in the profit or loss.

A cash generating unit is the smallest identifiable asset group that generates cash flows that are largely independent from other assets and groups.

Cost includes cost of land, premium paid on acquiring land, construction cost and other related direct cost incurred to develop the properties.

Net realisable value is the estimated selling price in the ordinary course of the business less the cost to complete the development and estimated selling expenses.

The management reviews the carrying value of the development properties on annual basis.

c) Inventories

Inventories are valued at lower of cost or net realizable value, after making due allowance for any obsolete or slow-moving items. Cost is arrived at using the weighted average method and consists of aggregate of invoice value and other related direct expenses incurred to bring the inventories to their present location and condition. Net realizable value is based on estimated selling price less estimated cost to disposal.

d) Trade and other receivables

Trade receivables are carried at the original invoice amount to the customers.

An estimate is made for doubtful receivables based on a periodic review of all outstanding amounts.

Bad debts are written off when identified.

e) Cash and cash equivalents

Cash and cash equivalents for the purpose of the cash flow statement comprise cash and cheques on hand, bank balance in current accounts, deposits free of encumbrance with a maturity date of three months or less from the date of deposit and highly liquid investments with a maturity date of three months or less from the date of investment.

f) Trade and other payables

Liabilities are recognized for amounts to be paid for goods or services received, whether invoiced by the supplier or not.

g) Provisions

Provisions are recognized when the group has a legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation at the end of the reporting period, using a rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

When some or all the economic benefits required to settle, a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of receivable can be measured reliably.

h) Staff end of service benefits

Provision is made for end-of-service benefits payable to the staff, subject to the completion of a minimum service period, at the reporting date in accordance with the local labour laws applicable.

i) Taxation

Tax expense represents the sum of the current period tax expense and the deferred tax charge.

Current tax is based on taxable profit for the period. Taxable profit differs from net profit as reported in the Income Statement because it excludes items of income or expense which are taxable or deductible in other periods and it further excludes items which are never taxable or deductible. The company's liability for current tax is calculated using tax rates which have been enacted or substantively enacted at the balance sheet date.

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

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

Deferred tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

j) Lease liabilities

At the commencement date of a lease, the group measures the lease liability at the present value of the lease payments unpaid at that date, discounted using the interest rate implicit in the lease, if that rate is readily available or the group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

Short term leases and leases of low value assets

The group applies the short-term lease recognition exemption to its short-term leases of office space (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Lease liabilities (contd.)

Short term leases and leases of low value assets (contd.)

Subsequent to initial measurement, the liability is reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

k) Contingencies

Contingent liabilities are not recognized in the Consolidated Financial Statements. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognized in the Consolidated Financial Statements but disclosed when an inflow of economic benefits is probable.

l) Revenue from contract with customers

Revenue is recognized at an amount that reflects the consideration to which the group expects to be entitled in exchange for transferring goods or services to a customer.

It established a new five-step model that will apply to revenue arising from contracts with customers as follows:

Step 1: Identify the contract(s) with a customer
Step 2: Identify the performance obligations in the contract
Step 3: Determine the transaction price
Step 4: Allocate the transaction price to the performance obligations in the contract
Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation

Sales of goods

Sales represents net amount invoiced for goods delivered during the year. Sales are recognized when the significant risks and rewards of ownership of the goods have passed to the buyer.

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

Other income

Other income is accounted on accrual basis, when the right to receive the income is established.

m) Foreign currency transactions

Transactions in foreign currencies are converted into U.A.E. Dirhams at the rate of exchange ruling on the date of the transaction. Assets and liabilities expressed in foreign currencies are translated into U.A.E. Dirhams at the rate of exchange ruling at the reporting date. Resulting exchange gains/losses are taken to the consolidated statement of comprehensive income.

n) Dividend

Dividend is paid out of accumulated profits, when declared.

RITECH HOLDING LTD

Notes to the Consolidated Financial Statements
for the period ended 31 March 2025

6. Fixed assets

	Furniture & fixture AED	Office equipment AED	Total AED
Cost			
Additions during the period	77,525	20,616	98,141
As at 31.03.2025	**77,525**	**20,616**	**98,141**
Accumulated depreciation			
Charge for the period	11,639	4,832	16,471
As at 31.03.2025	**11,639**	**4,832**	**16,471**
Net book value			
As at 31.03.2025	**65,886**	**15,784**	**81,670**

In the opinion of the management, there is no impairment in the value of the items of the fixed assets, hence carrying value of these items of fixed assets approximate its net book value.

		2025 AED
7. Inventories		
Lights and accessories		2,180,567
		2,180,567
8. Trade and other receivables		
Financial assets		
Trade receivables		2,685,543
Deposits		20,292
Other receivables		200,000
	A	**2,905,835**
Non-financial assets		
Advance to suppliers		27,907
	B	**27,907**
	A+B	**2,933,742**
9. Cash and bank balances		
Cash on hand		6,410
Bank balances in:		
Current accounts		694,460
		700,870
10. Share capital		
Authorized, issued and paid-up capital		
Equity shares		
200 shares of USD 5/- each (@ AED 3.6725/USD)		3,673
		3,673

RITECH HOLDING LTD

Notes to the Consolidated Financial Statements
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11. Long-term loan

Represents long-term loan received from Ikio Solutions Private Limited, sole shareholder of the holding company. Interest of 8.10% p.a. is payable on loan *(refer note 17).*

		15th May 2024 to 31st Mar. 2025 AED
12. Trade and other payables		
Financial liabilities		
Trade payables *(refer note 17)*		4,098,787
VAT payable		19,425
Other payables *(refer note 17)*		136,187
Interest payable *(refer note 17)*		33,190
Accruals		37,264
	A	**4,324,853**
Non-financial liabilities		
Advance from customers		63,574
	B	**63,574**
	A+B	**4,388,427**

13. Cost of goods sold

Inventories at the beginning of the period	-
Purchases *(refer note 17)*	5,154,894
Inventories at the end of the period	(2,180,567)
	2,974,327

14. Direct expenses

Direct expenses include custom duty, transportation and other logistics expenses.

15. Expenses

Director's salaries and benefits *(refer note 17)*	589,500
Staff salaries and benefits	174,275
Rent	80,018
Depreciation	16,472
Other administrative expenses	294,369
	1,154,634

16. Income tax

As per clause 2 of article 3 of Federal Decree-Law No. 47 of 2022 on the Taxation of Corporations and Businesses, 0% (zero percent) corporate tax shall be imposed on qualifying free zone person deriving qualifying income from qualifying activities. As per Cabinet Decision No. 100 of 2023 read with Ministerial Decision No. (265) of 2023, the distribution of goods or materials in or from a designated zone and holding of shares and other securities for investment purposes are qualifying activities and corporate tax at the rate of 0% shall be applicable.

Royalux FZCO is engaged in distribution of goods and is operating from Jebel Ali Freezone which is a designated free zone for corporate tax and Ritech Holding Ltd is a holding company. Hence, the company is eligible for corporate tax at the rate of 0% for the period ended 31st March 2025.

RITECH HOLDING LTD

Notes to the Consolidated Financial Statements
for the period ended 31 March 2025

17. Related party transactions

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

Companies under common management control

1. Royalux Exports Private Limited, India
2. Royalux Lighting Private Limited, India
3. IKIO Solutions Private Limited

The nature and amount of significant related party transactions, which were carried out in the normal course of business on terms agreed between the parties during the period are as under:

	15th May 2024 to 31st Mar. 2025 AED
Purchases	5,143,144
Director's remuneration	589,500
Finance cost on long-term loan	33,190

Significant balances with related party outstanding as at the reporting date are as follows:

	2025 AED
Directors', key management personnel and their related parties	
Long-term Loan	
Ikio Solutions Private Limited	1,070,000
Trade payables	
Royalux Exports Private Limited	3,807,447
Royalux Lighting Private Limited	1,924
Other payables	
Interest payable	33,190
Payable to Mr. Jaspreet Singh Pal	122,443

18. Financial instrument risks

The Group has exposure to the following risks from its use of financial instruments:

a) Credit risk
b) Market risk
c) Liquidity risk

RITECH HOLDING LTD

Notes to the Consolidated Financial Statements
for the period ended 31 March 2025

Financial instrument risks (contd.)

a) Credit risk

Financial assets, which potentially expose the Group to concentrations of credit risk comprise principally of accounts and other receivables and bank balances.

Credit risk management

Maximum exposure to credit risk – Financial instruments subject to impairment The following table contains an analysis of the credit risk exposure of financial assets which are subject to ECL. The gross carrying amount of financial assets below also represents the Group's maximum exposure to credit risk on these assets:

Credit risk exposures relating to on balance sheet assets are as follows:	**ECL staging 1**	**ECL staging 2**	**ECL staging 3**	**Total**
Trade and other receivables (financial assets)	2,905,835	-	-	2,905,835
Cash and bank balances	700,870	-	-	700,870
Loss allowance	-	-	-	-
Carrying amount	**3,606,705**	**-**	**-**	**3,606,705**

Trade receivables

As at the reporting date, the company's significant exposure to credit risk from trade receivables from five customers situated within U.A.E. amounts to AED 1,792,086/-.

There is no significant concentration of credit risk from trade receivables situated outside U.A.E. and outside the industry in which the group operates.

Bank balances

The Group's bank balances in current accounts are placed with high credit quality financial institutions.

b) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, such as interest rate risk, exchange rate risk or other price risk, which will affect the Group's income or the value of its holding of financial instruments.

Financial instruments affected by market risk include financial assets in the form of loans and receivables only. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Interest rate risk

Interest risk is minimum as there are no bank borrowings or bank deposits. Interest on long term loan from shareholder is at a fixed rate of interest of 8.10% p.a.

Exchange rate risk

There are no significant exchange rate risks as substantially all financial assets and financial liabilities are denominated in U.A.E. Dirham or U.S. Dollars to which U.A.E. Dirham is fixed.

c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when they become due without incurring unacceptable losses or risking damage to the Group's reputation.

19. Financial instruments: Fair value

The fair values of the Group's financial assets, comprising of trade and other receivables, due from related parties and cash and bank balances and financial liabilities, comprising of trade and other payables approximate their carrying values.

20. Contingent liabilities

There are no significant amount of contingent liabilities outstanding as at the reporting date.

21. Comparative figures

Previous year's figures have not been stated as this is the first financial period end of the company.